

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6057(b) and 6058(a) of the Internal Revenue Code (the Code). ▶ Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 2019 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2019 or fiscal plan year beginning <u>01/01/2019</u> and ending <u>12/31/2019</u>	
A	This return/report is for: ☐ a multiemployer plan ☐ a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions.)
	☒ a single-employer plan ☐ a DFE (specify) _____
B	This return/report is: ☐ the first return/report ☐ an amended return/report ☐ the final return/report ☐ a short plan year return/report (less than 12 months)
C	If the plan is a collectively-bargained plan, check here. ▶ ☐
D	Check box if filing under: ☒ Form 5558 ☐ special extension (enter description) ☐ automatic extension ☐ the DFVC program

Part II	Basic Plan Information —enter all requested information									
1a	Name of plan <u>OMNICOM GROUP RETIREMENT SAVINGS PLAN</u>									
	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 10%;">1b</td> <td>Three-digit plan number (PN) ▶</td> <td><u>004</u></td> </tr> <tr> <td>1c</td> <td>Effective date of plan</td> <td><u>01/01/1988</u></td> </tr> </table>	1b	Three-digit plan number (PN) ▶	<u>004</u>	1c	Effective date of plan	<u>01/01/1988</u>			
1b	Three-digit plan number (PN) ▶	<u>004</u>								
1c	Effective date of plan	<u>01/01/1988</u>								
2a	Plan sponsor's name (employer, if for a single-employer plan) Mailing address (include room, apt., suite no. and street, or P.O. Box) City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions) <u>OMNICOM GROUP INC.</u> <u>C/O LESLIE CHIOCCO</u> <u>1285 AVENUE OF THE AMERICAS</u> <u>NEW YORK, NY 10019</u>									
	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 10%;">2b</td> <td>Employer Identification Number (EIN)</td> <td><u>13-1514814</u></td> </tr> <tr> <td>2c</td> <td>Plan Sponsor's telephone number</td> <td><u>212-415-3605</u></td> </tr> <tr> <td>2d</td> <td>Business code (see instructions)</td> <td><u>541800</u></td> </tr> </table>	2b	Employer Identification Number (EIN)	<u>13-1514814</u>	2c	Plan Sponsor's telephone number	<u>212-415-3605</u>	2d	Business code (see instructions)	<u>541800</u>
2b	Employer Identification Number (EIN)	<u>13-1514814</u>								
2c	Plan Sponsor's telephone number	<u>212-415-3605</u>								
2d	Business code (see instructions)	<u>541800</u>								

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	10/15/2020	LESLIE CHIOCCO
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.		
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE	Filed with authorized/valid electronic signature.		
	Signature of DFE	Date	Enter name of individual signing as DFE

For Paperwork Reduction Act Notice, see the Instructions for Form 5500.

Form 5500 (2019)
v. 190130

3a Plan administrator's name and address ☐ Same as Plan Sponsor OMNICOM GROUP INC. ADMINISTRATIVE COMMITTEE C/O LESLIE CHIOCCO 1285 AVENUE OF THE AMERICAS NEW YORK, NY 10019	3b Administrator's EIN 13-1514814 3c Administrator's telephone number 212-415-3605
4 If the name and/or EIN of the plan sponsor or the plan name has changed since the last return/report filed for this plan, enter the plan sponsor's name, EIN, the plan name and the plan number from the last return/report: a Sponsor's name c Plan Name	4b EIN 4d PN
5 Total number of participants at the beginning of the plan year	5 45887
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines 6a(1) , 6a(2) , 6b , 6c , and 6d). a(1) Total number of active participants at the beginning of the plan year a(2) Total number of active participants at the end of the plan year b Retired or separated participants receiving benefits..... c Other retired or separated participants entitled to future benefits d Subtotal. Add lines 6a(2) , 6b , and 6c e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits. f Total. Add lines 6d and 6e g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) h Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested	6a(1) 26277 6a(2) 26452 6b 174 6c 19590 6d 46216 6e 79 6f 46295 6g 37424 6h 1283
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2J 2K 2O 2T 3H b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:	
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

- (1) ☒ **R** (Retirement Plan Information)
- (2) ☐ **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
- (3) ☐ **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

- (1) ☒ **H** (Financial Information)
- (2) ☐ **I** (Financial Information – Small Plan)
- (3) ☐ 0 **A** (Insurance Information)
- (4) ☒ **C** (Service Provider Information)
- (5) ☒ **D** (DFE/Participating Plan Information)
- (6) ☐ **G** (Financial Transaction Schedules)

Part III Form M-1 Compliance Information (to be completed by welfare benefit plans)

11a If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

If "Yes" is checked, complete lines 11b and 11c.

11b Is the plan currently in compliance with the Form M-1 filing requirements? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

11c Enter the Receipt Confirmation Code for the 2019 Form M-1 annual report. If the plan was not required to file the 2019 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code _____

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2019
		This Form is Open to Public Inspection.

For calendar plan year 2019 or fiscal plan year beginning 01/01/2019 and ending 12/31/2019		
A Name of plan OMNICOM GROUP RETIREMENT SAVINGS PLAN	B Three-digit plan number (PN) ▶	004
C Plan sponsor's name as shown on line 2a of Form 5500 OMNICOM GROUP INC.	D Employer Identification Number (EIN) 13-1514814	

Part I	Service Provider Information (see instructions)
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You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

- a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☐ Yes ☒ No
- b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
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2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

FIDELITY INVESTMENTS

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
64 37 65 71 28	NONE	978598	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

(a) Enter name and EIN or address (see instructions)

MERCER HUMAN RESOURCES CONSULTING

13-2834414

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27	NONE	200435	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

DAVIS & GILBERT

13-1504385

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
29	NONE	180555	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

PKF O'CONNOR DAVIES, LLP

27-1728945

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10	NONE	120500	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

NEUBERGER BERMAN

605 THIRD AVENUE
36TH FLOOR
NEW YORK, NY 10158

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28	NONE	0	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

(a) Enter name and EIN or address (see instructions)

ALLIANCEBERNSTEIN DISCOVERY VALUE F

06-6505815

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28	NONE	0	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

WILLIAM BLAIR INVESTMENT MGMT, LLC

47-2614791

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28	NONE	0	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

(a) Enter name and EIN or address (see instructions)

PIMCO FUNDS

33-0239892

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28	NONE	0	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

(a) Enter name and EIN or address (see instructions)

T. ROWE PRICE

52-1184650

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28	NONE	0	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

STATE STR GLOBAL ADVISOR TRUST CO

81-4017137

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
19 52	NONE	0	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

(a) Enter name and EIN or address (see instructions)

VANGUARD FTSE

23-3030926

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
52 68	NONE	0	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

(a) Enter name and EIN or address (see instructions)

FIDELITY MANAGEMENT TRUST COMPANY

04-3022712

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
19 52	NONE	0	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

FIDELITY INST ASSET MGMT TRUST CO

20-4659714

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
19 52	NONE	0	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

(a) Enter name and EIN or address (see instructions)

WILLIAM BLAIR COLLECTIVE INV TRUST

27-6331814

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
19 52	NONE	0	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3. If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
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(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)
(complete as many entries as needed)

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

SCHEDULE D (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2019 This Form is Open to Public Inspection.
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For calendar plan year 2019 or fiscal plan year beginning 01/01/2019 and ending 12/31/2019

A Name of plan <u>OMNICOM GROUP RETIREMENT SAVINGS PLAN</u>	B Three-digit plan number (PN) ►	<u>004</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>OMNICOM GROUP INC.</u>	D Employer Identification Number (EIN) <u>13-1514814</u>	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: <u>MANAGED INCOME PORTOFOLIO II</u>		
b Name of sponsor of entity listed in (a): <u>FIDELITY MANAGEMENT TRUST COMPANY</u>		
c EIN-PN <u>04-3022712-025</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>247679940</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>U.S. BOND INDEX</u>		
b Name of sponsor of entity listed in (a): <u>STATE STREET GLOBAL ADVISOR TRUST COMPANY</u>		
c EIN-PN <u>90-0337987-178</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>18002393</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>GLOBAL ALL CAP EQUITY EX-US INDEX</u>		
b Name of sponsor of entity listed in (a): <u>STATE STREET GLOBAL ADVISOR TRUST COMPANY</u>		
c EIN-PN <u>90-0337987-456</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>9775045</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>RUSSEL SMALL/MID CAP (PF) INDEX</u>		
b Name of sponsor of entity listed in (a): <u>STATE STREET GLOBAL ADVISOR TRUST COMPANY</u>		
c EIN-PN <u>90-0337987-167</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>10994670</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>FIDELITY CONTRAFUND POOL</u>		
b Name of sponsor of entity listed in (a): <u>FIDELITY MANAGEMENT TRUST COMPANY</u>		
c EIN-PN <u>04-3022712-133</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>344798408</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>DIVERSIFIED INTERNATIONAL POOL</u>		
b Name of sponsor of entity listed in (a): <u>FIDELITY MANAGEMENT TRUST COMPANY</u>		
c EIN-PN <u>04-3022712-134</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>162541730</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>WILLIAM BLAIR MID CAP GROWTH CIT</u>		
b Name of sponsor of entity listed in (a): <u>WILLIAM BLAIR COLLECTIVE INVESTMENT TRUST</u>		
c EIN-PN <u>27-6331814-007</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>130408438</u>

a Name of MTIA, CCT, PSA, or 103-12 IE: TARGET DATE INCOME COMMINGLED POOL		
b Name of sponsor of entity listed in (a): FIDELITY INSTITUTIONAL ASSET MANAGEMENT TRUST COMPANY		
c EIN-PN 20-4659714-085	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 11223267
a Name of MTIA, CCT, PSA, or 103-12 IE: TARGET DATE 2005 COMMINGLED POOL		
b Name of sponsor of entity listed in (a): FIDELITY INSTITUTIONAL ASSET MANAGEMENT TRUST COMPANY		
c EIN-PN 20-4659714-086	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2925512
a Name of MTIA, CCT, PSA, or 103-12 IE: TARGET DATE 2010 COMMINGLED POOL		
b Name of sponsor of entity listed in (a): FIDELITY INSTITUTIONAL ASSET MANAGEMENT TRUST COMPANY		
c EIN-PN 20-4659714-087	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 10616838
a Name of MTIA, CCT, PSA, or 103-12 IE: TARGET DATE 2015 COMMINGLED POOL		
b Name of sponsor of entity listed in (a): FIDELITY INSTITUTIONAL ASSET MANAGEMENT TRUST COMPANY		
c EIN-PN 20-4659714-088	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 15261550
a Name of MTIA, CCT, PSA, or 103-12 IE: TARGET DATE 2020 COMMINGLED POOL		
b Name of sponsor of entity listed in (a): FIDELITY INSTITUTIONAL ASSET MANAGEMENT TRUST COMPANY		
c EIN-PN 20-4659714-089	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 60723158
a Name of MTIA, CCT, PSA, or 103-12 IE: TARGET DATE 2025 COMMINGLED POOL		
b Name of sponsor of entity listed in (a): FIDELITY INSTITUTIONAL ASSET MANAGEMENT TRUST COMPANY		
c EIN-PN 20-4659714-090	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 85783186
a Name of MTIA, CCT, PSA, or 103-12 IE: TARGET DATE 2030 COMMINGLED POOL		
b Name of sponsor of entity listed in (a): FIDELITY INSTITUTIONAL ASSET MANAGEMENT TRUST COMPANY		
c EIN-PN 20-4659714-091	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 129117758
a Name of MTIA, CCT, PSA, or 103-12 IE: TARGET DATE 2035 COMMINGLED POOL		
b Name of sponsor of entity listed in (a): FIDELITY INSTITUTIONAL ASSET MANAGEMENT TRUST COMPANY		
c EIN-PN 20-4659714-092	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 166968338
a Name of MTIA, CCT, PSA, or 103-12 IE: TARGET DATE 2040 COMMINGLED POOL		
b Name of sponsor of entity listed in (a): FIDELITY INSTITUTIONAL ASSET MANAGEMENT TRUST COMPANY		
c EIN-PN 20-4659714-093	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 186986282
a Name of MTIA, CCT, PSA, or 103-12 IE: TARGET DATE 2045 COMMINGLED POOL		
b Name of sponsor of entity listed in (a): FIDELITY INSTITUTIONAL ASSET MANAGEMENT TRUST COMPANY		
c EIN-PN 20-4659714-094	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 169377697

a Name of MTIA, CCT, PSA, or 103-12 IE: TARGET DATE 2050 COMMINGLED POOL

b Name of sponsor of entity listed in (a): FIDELITY INSTITUTIONAL ASSET MANAGEMENT TRUST COMPANY

c EIN-PN 20-4659714-095	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 169970110
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a Name of MTIA, CCT, PSA, or 103-12 IE: TARGET DATE 2055 COMMINGLED POOL

b Name of sponsor of entity listed in (a): FIDELITY INSTITUTIONAL ASSET MANAGEMENT TRUST COMPANY

c EIN-PN 20-4659714-113	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 90932097
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a Name of MTIA, CCT, PSA, or 103-12 IE: TARGET DATE 2060 COMMINGLED POOL

b Name of sponsor of entity listed in (a): FIDELITY INSTITUTIONAL ASSET MANAGEMENT TRUST COMPANY

c EIN-PN 20-4659714-147	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 25543782
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a Name of MTIA, CCT, PSA, or 103-12 IE: TARGET DATE 2065 COMMINGLED POOL

b Name of sponsor of entity listed in (a): FIDELITY INSTITUTIONAL ASSET MANAGEMENT TRUST COMPANY

c EIN-PN 20-4659714-168	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 16961
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
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plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2019 This Form is Open to Public Inspection
For calendar plan year 2019 or fiscal plan year beginning 01/01/2019 and ending 12/31/2019		
A Name of plan OMNICOM GROUP RETIREMENT SAVINGS PLAN	B Three-digit plan number (PN) ►	004
C Plan sponsor's name as shown on line 2a of Form 5500 OMNICOM GROUP INC.	D Employer Identification Number (EIN) 13-1514814	

Part I Asset and Liability Statement			
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)	38784979	40461969
(2) Participant contributions.....	1b(2)	0	0
(3) Other.....	1b(3)	1852271	1151409
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)	0	0
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common.....	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property).....	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans.....	1c(8)	23722811	23129848
(9) Value of interest in common/collective trusts	1c(9)	279140205	2049647160
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities.....	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	2315589236	1061486491
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other.....	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	122721845	126669598
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	2781811347	3302546475

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h	4615352	1177297
i Acquisition indebtedness	1i		
j Other liabilities	1j	68930	452062
k Total liabilities (add all amounts in lines 1g through 1j)	1k	4684282	1629359

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	2777127065	3300917116
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Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	40441319	
(B) Participants	2a(1)(B)	148829252	
(C) Others (including rollovers)	2a(1)(C)	21937537	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		211208108
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	0	
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	1288552	
(F) Other	2b(1)(F)	4297200	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		5585752
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	4209954	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	37945334	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		42155288
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	16836250	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	15706703	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		1129547
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	11718516	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		11718516

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		214885088
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		354694796
c Other income	2c		
d Total income. Add all income amounts in column (b) and enter total	2d		841377095

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	316392022	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		316392022
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)	301055	
(2) Contract administrator fees	2i(2)	0	
(3) Investment advisory and management fees	2i(3)	200435	
(4) Other	2i(4)	693532	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		1195022
j Total expenses. Add all expense amounts in column (b) and enter total	2j		317587044

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		523790051
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☒ Unmodified **(2)** ☐ Qualified **(3)** ☐ Disclaimer **(4)** ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? ☐ Yes ☒ No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: PKF O'CONNOR DAVIES, LLP

(2) EIN: 27-1728945

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. **(2)** ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)

b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)

	Yes	No	Amount
4a	X		7980
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)			
4c		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)			
4d		X	
e Was this plan covered by a fidelity bond?	X		15000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
4f		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?			
4g		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?			
4h		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
4i	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)			
4j		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?			
4k		X	
l Has the plan failed to provide any benefit when due under the plan?			
4l		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)			
4m		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			
4n			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? ☐ Yes ☒ No
If "Yes," enter the amount of any plan assets that reverted to the employer this year _____.

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	5b(2) EIN(s)	5b(3) PN(s)

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (See ERISA section 4021.)? ☐ Yes ☐ No ☐ Not determined
If "Yes" is checked, enter the My PAA confirmation number from the PBGC premium filing for this plan year _____. (See instructions.)

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2019 This Form is Open to Public Inspection.
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For calendar plan year 2019 or fiscal plan year beginning 01/01/2019 and ending 12/31/2019

A Name of plan <u>OMNICOM GROUP RETIREMENT SAVINGS PLAN</u>	B Three-digit plan number (PN) ▶ <u>004</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>OMNICOM GROUP INC.</u>	D Employer Identification Number (EIN) <u>13-1514814</u>

Part I	Distributions
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All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>04-6568107</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year	3	

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part.)
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4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?	☐ Yes	☐ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)	6a		
b Enter the amount contributed by the employer to the plan for this plan year	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount)	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?	☐ Yes	☐ No	☐ N/A

Part III	Amendments
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9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☐ No
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Part IV	ESOPs (see instructions). If this is not a plan described under section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
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10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?	☐ Yes	☒ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☒ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)	☐ Yes	☒ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☒ No

For Paperwork Reduction Act Notice, see the Instructions for Form 5500.

Schedule R (Form 5500) 2019
v. 190130

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

14	Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:	
a	The current year	14a
b	The plan year immediately preceding the current plan year	14b
c	The second preceding plan year	14c
15	Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:	
a	The corresponding number for the plan year immediately preceding the current plan year	15a
b	The corresponding number for the second preceding plan year	15b
16	Information with respect to any employers who withdrew from the plan during the preceding plan year:	
a	Enter the number of employers who withdrew during the preceding plan year	16a
b	If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b
17	If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐	

Part VI	Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans
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18	If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment
19	If the total number of participants is 1,000 or more, complete lines (a) through (c) a Enter the percentage of plan assets held as: Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____% b Provide the average duration of the combined investment-grade and high-yield debt: ☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more c What duration measure was used to calculate line 19(b)? ☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____
20	PBGC missed contribution reporting requirements. If this is a multiemployer plan or a single-employer plan that is not covered by PBGC, skip line 20. a Is the amount of unpaid minimum required contributions for all years from Schedule SB (Form 5500) line 40 greater than zero? ☐ Yes ☐ No b If line 20a is "Yes," has PBGC been notified as required by ERISA sections 4043(c)(5) and/or 303(k)(4)? Check the applicable box: ☐ Yes. ☐ No. Reporting was waived under 29 CFR 4043.25(c)(2) because contributions equal to or exceeding the unpaid minimum required contribution were made by the 30th day after the due date. ☐ No. The 30-day period referenced in 29 CFR 4043.25(c)(2) has not yet ended, and the sponsor intends to make a contribution equal to or exceeding the unpaid minimum required contribution by the 30th day after the due date. ☐ No. Other. Provide explanation _____

OMNICOM GROUP RETIREMENT SAVINGS PLAN

Financial Statements

December 31, 2019 and 2018

OMNICOM GROUP RETIREMENT SAVINGS PLAN

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INDEPENDENT AUDITORS' REPORT

The Plan Administrator Omnicom Group Retirement Savings Plan

Report on the Financial Statements

We have audited the accompanying financial statements of the Omnicom Group Retirement Savings Plan (the "Plan"), which comprise the statements of net assets available for benefits at December 31, 2019 and 2018, and the related statements of changes in net assets available for benefits for the years ended December 31, 2019 and 2018, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Plan's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan at December 31, 2019 and 2018, and the changes in net assets available for benefits for the years ended December 31, 2019 and 2018, in accordance with accounting principles generally accepted in the United States of America.

Report on Supplementary Information

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedules of 1) Schedule H, Line 4i - Schedule of Assets (Held at End of Year) at December 31, 2019 and 2) Schedule H, Line 4a - Schedule of Delinquent Participant Contributions for the year ended December 31, 2019 are presented for the purpose of additional analysis and are not a required part of the financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Such information is the responsibility of the Plan's management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

PKF O'Connor Davies, LLP
June 26, 2020

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

		December 31,	
		2019	2018
Assets			
Investments, at fair value:			
Mutual Funds	\$ 1,061,486,491	\$ 2,315,589,236	
Common/Collective Trusts	1,801,967,220	24,023,328	
Company Stock	126,669,598	122,721,845	
	2,990,123,309	2,462,334,409	
Investments, at contract value	247,679,940	255,116,877	
Total Investments	3,237,803,249	2,717,451,286	
Receivables:			
Employer contributions	40,461,969	38,784,979	
Notes receivable from participants	23,129,848	23,722,811	
Accrued interest and dividends	1,017,730	1,005,931	
Due from broker for investments sold	133,679	433,840	
Other	—	412,500	
Total Receivables	64,743,226	64,360,061	
Total Assets	3,302,546,475	2,781,811,347	
Liabilities			
Accrued expenses and other	1,177,297	4,615,352	
Due to broker for investments purchased	452,062	68,930	
Total Liabilities	1,629,359	4,684,282	
Net Assets Available for Benefits	\$ 3,300,917,116	\$ 2,777,127,065	

See accompanying notes to financial statements.

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

	Year Ended December 31,	
	2019	2018
Additions:		
Contributions:		
Employer	\$ 40,441,319	\$ 39,059,792
Participants	148,829,252	144,773,410
Rollover	21,937,537	20,861,196
	211,208,108	204,694,398
Dividend and interest income	43,443,840	157,781,344
Other income - Revenue Sharing Credits (Note 1)	4,297,200	—
Net appreciation (depreciation) in fair value of investments	582,427,947	(306,291,833)
Total Additions	841,377,095	56,183,909
Deductions:		
Benefits paid	316,392,022	286,268,311
Administrative expenses (Note 1)	1,195,022	76,256
Total Deductions	317,587,044	286,344,567
Net increase (decrease)	523,790,051	(230,160,658)
Net assets available for benefits:		
Beginning of year	2,777,127,065	3,007,287,723
End of year	\$ 3,300,917,116	\$ 2,777,127,065

See accompanying notes to financial statements.

OMNICOM GROUP RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

1. Description of Plan

The following brief description of the Omnicom Group Retirement Savings Plan, or the Plan, provides only general information. Participants should refer to the Summary Plan Description, or the SPD, or the Plan document for a more complete description of the Plan's provisions. In the event of any conflict between the SPD and the Plan document, the Plan document will control.

General

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

Eligibility and Plan Entry Dates

For the 401(k) and matching contribution features of the Plan, eligible employees of participating companies can enroll in the Plan as soon as administratively practicable following employment. For the profit sharing feature of the Plan, eligible employees of participating companies are generally eligible twelve months after their date of hire and are enrolled in the Plan on the first day of the following calendar quarter.

Contributions

Each year, participants may contribute from 1% to 70% of their eligible pre-tax compensation, up to the maximum allowed under the Code. Participants who have reached age 50 are eligible to contribute additional pre-tax catch-up contributions. The Plan accepts rollover contributions from other employers' qualified plans and from conduit Individual Retirement Accounts.

Each participating company may make discretionary matching contributions and discretionary profit sharing contributions, collectively Employer Contributions, to the Plan each year on behalf of its eligible employees. Participants are generally eligible to receive Employer Contributions, if any, if they are active employees on the last day of the Plan year and are credited with at least 1,000 hours of service during the Plan year. Employer Contributions, if any, are deposited and allocated to the accounts of eligible participants after each Plan year-end.

Participant Accounts

Participants direct the investment of their accounts into various investment options offered by the Plan. Each participant's account is credited with the participant's contributions, allocations of Employer Contributions, if any, and investment income or losses, which consists of interest, dividends, and the net realized and unrealized investment gains and losses, less administrative expenses, for the investment option in which that account is invested. The benefit to which a participant is entitled is the participant's vested account balance.

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

Vesting

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

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

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

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

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

Forfeitures

Forfeited non-vested account balances may be used to reduce Employer Contributions or pay Plan expenses. At December 31, 2019 and 2018, forfeitures aggregated \$6.3 million and \$7.3 million, respectively, which are used to reduce Employer Contributions for those respective Plan years. The Employer Contribution receivable at December 31, 2019 and 2018 reflects the reduction of the forfeitures for those years.

Benefit Payments

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

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

Notes Receivable from Participants

Generally, participants who are active employees may borrow from their accounts a minimum amount of \$1,000 up to a maximum amount equal to the lesser of \$50,000 or 50% of their vested account balance. Loans are secured by the balance in the participant's account and bear interest at 1% above the prime rate in effect at the time the loan was initiated. Interest rates for outstanding loans range from 3.25% to 8.25% at both December 31, 2019 and 2018, respectively. Principal and interest are generally repaid through payroll deductions. General purpose loans must be repaid within five years and loans granted for principal residences must be repaid within 15 years. However, loans granted for principal residences that were transferred from merged plans may have longer maturity dates.

Changes to Investment Options

The Committee periodically reviews the Plan's investment options and may change the investment options available to the participants. In 2019, three of the mutual fund investment options (Fidelity Contrafund Class K, Fidelity Diversified International Fund Class K, William Blair Small-Mid Cap Growth Fund Class I) that had revenue sharing were replaced with similar investment options through common/collective trusts (Fidelity Contrafund Pool, Fidelity Diversified International Pool, William Blair Mid Cap Growth CIT), which do not include any revenue sharing.

Similarly, the Fidelity Freedom K Income Fund and the Fidelity Freedom K Funds (2005 - 2060) were replaced with the FIAM Blend Target Date Income Commingled Pool Class T and the FIAM Blend Target Date (2005 - 2065) Commingled Pool Class T. The K funds had revenue sharing and the FIAM pooled funds do not have revenue sharing.

Additionally, the Neuberger Berman Socially Responsive Fund Class R6 was removed as an investment option and the Vanguard FTSE Social Index Fund IS was added.

Administrative Expenses

Expenses arising from participants' individual investment elections or transactions are paid directly by the participants. Beginning April 1, 2019, participants, with balances of \$1,000 or more were charged a recordkeeping fee of \$34 per year. These amounts are included in administrative expenses in the Statement of Changes in Net Assets Available for Benefits for the year ended December 31, 2019. Beginning in 2020, those participants are charged a recordkeeping fee of \$34 per year and an administrative fee of \$12 per year.

For the years 2018 and 2019, the Plan had revenue sharing credit balances of \$4.6 million and \$328,680, respectively. These revenue sharing credits were generated from certain Plan investments and deposited by the Trustee, pursuant to an agreement between the Trustee and the Plan, into a revenue credit account, or RCA. In 2018 and 2019, \$632,476 and \$512,679, respectively, of these credits were used to reduce Plan administrative expenses. In 2019, the Plan allocated \$4.2 million of the credits to participants with balances of \$1,000 or more. The allocation to the participants' accounts was recorded as Other Income in the Statements of Changes in Net Assets Available for Benefits.

2. Summary of Significant Accounting Policies

Basis of Accounting

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

Use of Estimates

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

Investments

Investments in funds of registered investment companies (mutual funds) are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Shares of mutual funds are valued at quoted market prices. Shares of common/collective trusts are valued at the net asset value as a practical expedient, which is used to estimate fair value. The net asset value is based on the fair value of the underlying assets. Shares of Company Stock are valued at the closing price as reported on The New York Stock Exchange.

The Fidelity Managed Income Portfolio II, or MIP II, is a common/collective trust that holds fully benefit-responsive investment contracts (see Note 3) and is stated at contract value. Contract value is the relevant measurement attribute for fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the Plan.

Purchases and sales of investments are recorded on the trade date. Dividends are recorded on the ex-dividend date. Interest income is recorded on the accrual basis. The net appreciation (depreciation) in the fair value of investments consists of the net realized and unrealized investment gains and losses.

Notes Receivable from Participants

Notes receivable from participants are measured at the unpaid principal balance, plus any accrued interest. As provided for in the Plan, delinquent notes receivable are classified as benefit payments and are reflected in the statements of changes in net assets available for benefits.

Benefit Payments

Benefits are recorded when paid.

Fair Value Measurement

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

Level 1 - Unadjusted quoted prices in active markets for identical assets or liabilities.

Level 2 - Unadjusted quoted prices in active markets for similar assets or liabilities; unadjusted quoted prices for identical assets or liabilities in markets that are not active; and model-derived valuations with observable inputs.

Level 3 - Unobservable inputs for the asset or liability.

Investments where fair value is measured using net asset value per share as a practical expedient are not categorized in the fair value hierarchy.

Risk and Uncertainties

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

In March 2020, the COVID-19 pandemic had a significant impact on global economic conditions and the global financial markets. As a result, the value of the Plan's investments have been subject to significant volatility. The COVID-19 pandemic may continue to impact global economic conditions and the financial markets. The future impact on the Plan's net assets available for benefits and changes in net assets available for benefits cannot be determined.

Reclassifications

Certain reclassifications have been made to the prior year financial information to conform to the current year presentation.

3. Investment in Fully Benefit Responsive Contracts

The underlying assets of MIP II are a pool of fixed income securities that include U.S. Government and U.S. Government agency obligations, publicly traded investment grade corporate debt, asset-backed securities and other debt securities. The securities are "wrapped" by synthetic investment contracts that provide liquidity for participant withdrawals by maintaining a constant net asset value. The issuers of the wrap contracts guarantee a minimum rate of return and provide full benefit responsiveness. Wrap contracts are purchased from issuers rated in the top three long-term rating categories (A- or the equivalent and above). At December 31, 2019 and 2018, there were no reserves against the wrap contracts carrying value due to the credit risk of the issuers. The interest crediting rates at December 31, 2019 and 2018 were 2.37% and 2.22%, respectively.

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

4. Investments

Investments measured at fair value at December 31, 2019 and 2018 were:

	<u>2019</u>	<u>2018</u>
Omnicom Group Inc. Common Stock	\$ 126,669,598	\$ 122,721,845
Fidelity 500 Index Fund IPR	409,032,448	327,875,154
Fidelity Contrafund Pool	344,798,408	—
Fidelity Contrafund Class K	—	291,933,344
Fidelity Diversified International Pool	162,541,730	—
Fidelity Diversified International Fund Class K	—	137,256,517
T. Rowe Price Institutional Large Cap Value Fund	152,251,908	128,782,436
T. Rowe Price Institutional Large Cap Core Growth Fund	193,823,430	154,423,131
PIMCO Total Return Fund Institutional Class	147,874,883	140,177,396
AB Discovery Value Fund Class Z	136,629,261	129,925,580
William Blair Mid Cap Growth CIT	130,408,438	—
William Blair Small-Mid Cap Growth Fund Class I	—	105,787,667
Vanguard FTSE Social Index Fund IS	21,545,881	—
Neuberger Berman Socially Responsive Fund Class R6	—	17,354,759
State Street Global All Cap Equity Ex-U.S. Index Fund Class K	9,775,045	7,664,950
State Street Russell Small/Mid Cap Index Fund Class C	10,994,670	8,033,994
State Street U.S. Bond Index Fund Class C	18,002,393	8,324,384
FIAM Blend Target Date Income Commingled Pool Class T	11,223,267	—
FIAM Blend Target Date 2005 Commingled Pool Class T	2,925,512	—
FIAM Blend Target Date 2010 Commingled Pool Class T	10,616,838	—
FIAM Blend Target Date 2015 Commingled Pool Class T	15,261,550	—
FIAM Blend Target Date 2020 Commingled Pool Class T	60,723,158	—
FIAM Blend Target Date 2025 Commingled Pool Class T	85,783,186	—
FIAM Blend Target Date 2030 Commingled Pool Class T	129,117,758	—
FIAM Blend Target Date 2035 Commingled Pool Class T	166,968,338	—
FIAM Blend Target Date 2040 Commingled Pool Class T	186,986,282	—
FIAM Blend Target Date 2045 Commingled Pool Class T	169,377,697	—
FIAM Blend Target Date 2050 Commingled Pool Class T	169,970,110	—
FIAM Blend Target Date 2055 Commingled Pool Class T	90,932,097	—
FIAM Blend Target Date 2060 Commingled Pool Class T	25,543,782	—
FIAM Blend Target Date 2065 Commingled Pool Class T	16,961	—
Fidelity Freedom K Income Fund	—	10,295,673
Fidelity Freedom K 2005 Fund	—	2,164,787
Fidelity Freedom K 2010 Fund	—	8,593,944
Fidelity Freedom K 2015 Fund	—	13,659,547
Fidelity Freedom K 2020 Fund	—	53,258,220
Fidelity Freedom K 2025 Fund	—	73,477,397
Fidelity Freedom K 2030 Fund	—	105,080,516
Fidelity Freedom K 2035 Fund	—	134,312,538
Fidelity Freedom K 2040 Fund	—	149,972,142
Fidelity Freedom K 2045 Fund	—	131,279,554
Fidelity Freedom K 2050 Fund	—	125,657,009
Fidelity Freedom K 2055 Fund	—	57,626,815
Fidelity Freedom K 2060 Fund	—	12,492,144
Fidelity Government Money Market Fund	328,680	4,202,966
	<u>\$2,990,123,309</u>	<u>\$2,462,334,409</u>

The appreciation (depreciation) in the fair value of investments, consisting of the net realized and unrealized investment gains and losses, for the years ended December 31, 2019 and 2018, was:

	2019	2018
Omnicom Group Inc. Common Stock	\$ 12,848,063	\$ 1,100,205
Fidelity 500 Index Fund IPR	92,064,948	(23,633,134)
Fidelity Contrafund Pool	44,985,965	—
Fidelity Contrafund Class K	38,514,620	(30,159,557)
Fidelity Diversified International Pool	23,350,401	—
Fidelity Diversified International Fund Class K	15,553,692	(34,739,716)
AB Discovery Value Fund Class Z	19,194,790	(38,053,979)
T. Rowe Price Institutional Large Cap Value Fund	25,157,045	(22,447,939)
T. Rowe Price Institutional Large Cap Core Growth Fund	44,681,240	431,825
PIMCO Total Return Fund Institutional Class	5,621,531	(5,029,463)
William Blair Mid Cap Growth CIT	17,827,600	—
William Blair Small-Mid Cap Growth Fund Class I	14,427,384	(11,304,732)
Vanguard FTSE Social Index Fund IS	601,029	—
Neuberger Berman Socially Responsive Fund Class R6	3,843,223	(2,641,938)
State Street Global All Cap Equity Ex-U.S. Index Fund Class K	1,657,052	(1,335,582)
State Street Russell Small/Mid Cap Index Fund Class C	2,270,182	(977,949)
State Street U.S. Bond Index Fund Class C	1,055,501	40,462
FIAM Blend Target Date Income Commingled Pool Class T	741,880	—
FIAM Blend Target Date 2005 Commingled Pool Class T	194,963	—
FIAM Blend Target Date 2010 Commingled Pool Class T	815,396	—
FIAM Blend Target Date 2015 Commingled Pool Class T	1,360,465	—
FIAM Blend Target Date 2020 Commingled Pool Class T	5,855,091	—
FIAM Blend Target Date 2025 Commingled Pool Class T	8,664,182	—
FIAM Blend Target Date 2030 Commingled Pool Class T	13,789,143	—
FIAM Blend Target Date 2035 Commingled Pool Class T	19,741,916	—
FIAM Blend Target Date 2040 Commingled Pool Class T	22,640,510	—
FIAM Blend Target Date 2045 Commingled Pool Class T	20,145,346	—
FIAM Blend Target Date 2050 Commingled Pool Class T	20,101,894	—
FIAM Blend Target Date 2055 Commingled Pool Class T	10,319,360	—
FIAM Blend Target Date 2060 Commingled Pool Class T	2,768,336	—
FIAM Blend Target Date 2065 Commingled Pool Class T	121	—
Fidelity Freedom K Income Fund	352,745	(737,011)
Fidelity Freedom K 2005 Fund	99,930	(169,935)
Fidelity Freedom K 2010 Fund	484,112	(907,968)
Fidelity Freedom K 2015 Fund	888,259	(1,686,190)
Fidelity Freedom K 2020 Fund	3,974,324	(6,652,536)
Fidelity Freedom K 2025 Fund	5,953,776	(9,177,154)
Fidelity Freedom K 2030 Fund	9,938,180	(15,271,528)
Fidelity Freedom K 2035 Fund	14,656,697	(21,829,239)
Fidelity Freedom K 2040 Fund	17,373,743	(26,118,894)
Fidelity Freedom K 2045 Fund	15,223,181	(22,578,307)
Fidelity Freedom K 2050 Fund	14,490,876	(21,401,122)
Fidelity Freedom K 2055 Fund	6,722,624	(9,154,673)
Fidelity Freedom K 2060 Fund	1,476,631	(1,855,779)
	<u>\$ 582,427,947</u>	<u>\$(306,291,833)</u>

5. Fair Value

Investments measured at fair value on a recurring basis at December 31, 2019 and 2018 were:

	2019			
	Level 1	Level 2	Level 3	Total
Mutual Funds	\$1,061,486,491	\$ —	\$ —	\$1,061,486,491
Company Stock	126,669,598	—	—	126,669,598
Common/Collective Trusts measured at net asset value as a practical expedient	—	—	—	1,801,967,220
	<u>\$1,188,156,089</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$2,990,123,309</u>
	2018			
	Level 1	Level 2	Level 3	Total
Mutual Funds	\$2,315,589,236	\$ —	\$ —	\$2,315,589,236
Company Stock	122,721,845	—	—	122,721,845
Common/Collective Trusts measured at net asset value as a practical expedient	—	—	—	24,023,328
	<u>\$2,438,311,081</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$2,462,334,409</u>

6. Party-In-Interest Transactions

Certain investments are managed by the Trustee and certain of its affiliates. These investments qualify as exempt party-in-interest transactions under ERISA. Fees paid by the Plan for investment related services are included in net appreciation (depreciation) in fair value of investments in the statements of changes in net assets available for benefits.

One of the Plan's investment options invests exclusively in Company Stock. At December 31, 2019 and 2018, the Plan owned 1,563,391 and 1,675,574 shares of Company Stock, respectively, with corresponding fair values of \$126.7 million and \$122.7 million, respectively.

Additionally, participants who are active employees may borrow from their accounts and such loans qualify as exempt party-in-interest transactions under ERISA. These loans are recorded as notes receivable from participants in the statements of net assets available for benefits.

7. Plan Amendment or Termination

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

8. Tax Status

The Plan is a retirement plan that is designed to satisfy the qualification requirements under Section 401(a) of the Code and therefore, is not subject to tax under present income tax regulations. The Internal Revenue Service, or IRS, has determined and informed the Company by letter dated November 20, 2015, that the terms of the Plan and related trust comply with applicable sections of the Code. Although the Plan has been amended since receiving the determination letter, the Plan administrator and the Plan's counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the Code.

U.S. GAAP requires the Plan's management to evaluate tax positions taken by the Plan and recognize a tax liability or asset if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan's management has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2019, there were no uncertain positions taken or expected to be taken that would require recognition of a liability or asset or disclosure in the Plan's financial statements. The Plan is subject to routine examination by various taxing jurisdictions. Currently, there are no open examinations for any period.

9. Delinquent Participant Contributions

In 2019, two participating companies failed to remit \$7,980 of employee contributions to the Plan in a timely manner. This amount was subsequently remitted to the Plan. The Trustee computed the applicable earnings to the participants and the participating company subsequently remitted these earnings to the Plan.

10. Subsequent Events

The Committee evaluated events subsequent through June 26, 2020, the date the financial statements were available to be issued.

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6057(b) and 6058(a) of the Internal Revenue Code (the Code). ▶ Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 2019 This Form is Open to Public Inspection
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Part I Annual Report Identification Information	
For calendar plan year 2019 or fiscal plan year beginning <u>01/01/2019</u> and ending <u>12/31/2019</u>	
A This return/report is for:	☐ a multiemployer plan ☐ a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions.) ☒ a single-employer plan ☐ a DFE (specify) _____
B This return/report is:	☐ the first return/report ☐ the final return/report ☐ an amended return/report ☐ a short plan year return/report (less than 12 months)
C If the plan is a collectively-bargained plan, check here. ☐	
D Check box if filing under:	☒ Form 5558 ☐ automatic extension ☐ the DFVC program ☐ special extension (enter description) _____

Part II Basic Plan Information —enter all requested information		
1a Name of plan Omnicom Group Retirement Savings Plan	1b Three-digit plan number (PN) ▶	004
1c Effective date of plan 01/01/1988		
2a Plan sponsor's name (employer, if for a single-employer plan) Mailing address (include room, apt., suite no. and street, or P.O. Box) City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions) Omnicom Group Inc. c/o Leslie Chiocco 1285 Avenue of the Americas New York NY 10019	2b Employer Identification Number (EIN) 13-1514814	2c Plan Sponsor's telephone number 212-415-3605
2d Business code (see instructions) 541800		

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE		10/15/2020	Leslie Chiocco
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE		10/15/2020	Leslie Chiocco
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

For Paperwork Reduction Act Notice, see the Instructions for Form 5500.

Form 5500 (2019)
v. 190130

3a Plan administrator's name and address ☐ Same as Plan Sponsor Omnicom Group Inc. Administrative Committee c/o Leslie Chiocco 1285 Avenue of the Americas New York NY 10019	3b Administrator's EIN 13-1514814 3c Administrator's telephone number 212-415-3605
4 If the name and/or EIN of the plan sponsor or the plan name has changed since the last return/report filed for this plan, enter the plan sponsor's name, EIN, the plan name and the plan number from the last return/report: a Sponsor's name c Plan Name	4b EIN 4d PN
5 Total number of participants at the beginning of the plan year	5 45,887
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines 6a(1) , 6a(2) , 6b , 6c , and 6d).	
a(1) Total number of active participants at the beginning of the plan year	6a(1) 26,277
a(2) Total number of active participants at the end of the plan year	6a(2) 26,452
b Retired or separated participants receiving benefits.....	6b 174
c Other retired or separated participants entitled to future benefits	6c 19,590
d Subtotal. Add lines 6a(2) , 6b , and 6c	6d 46,216
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	6e 79
f Total. Add lines 6d and 6e	6f 46,295
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	6g 37,424
h Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested	6h 1,283
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item).....	7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2J 2K 2O 2T 3H	
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:	

9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
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10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

- (1) ☒ **R** (Retirement Plan Information)
- (2) ☐ **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
- (3) ☐ **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

- (1) ☒ **H** (Financial Information)
- (2) ☐ **I** (Financial Information – Small Plan)
- (3) ☐ **A** (Insurance Information)
- (4) ☒ **C** (Service Provider Information)
- (5) ☒ **D** (DFE/Participating Plan Information)
- (6) ☐ **G** (Financial Transaction Schedules)

OMNICOM GROUP RETIREMENT SAVINGS PLAN
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)
December 31, 2019
EIN: 13-1514814
Plan No. 004

(a)	(b)	(c)	(d)	(e)
Identity of issue, borrower, lessor or similar party	Description of investment, including maturity date, rate of interest, collateral, par or maturity value	Shares	Cost	Current value
* Omnicom Group Inc. Common Stock	Common Stock \$0.15 par value	1,563,391	a	\$ 126,669,598
* Fidelity Managed Income Portfolio II	Common/Collective Trust	247,679,940	a	247,679,940
* Fidelity 500 Index Fund IPR	Mutual Fund	3,651,423	a	409,032,448
* Fidelity Contrafund Pool	Common/Collective Trust	16,794,857	a	344,798,408
* Fidelity Diversified International Pool	Common/Collective Trust	11,326,950	a	162,541,730
AB Discovery Value Fund Class Z	Mutual Fund	6,939,018	a	136,629,261
PIMCO Total Return Fund Institutional Class	Mutual Fund	14,301,245	a	147,874,883
T. Rowe Price Institutional Large Cap Value Fund	Mutual Fund	6,443,162	a	152,251,908
T. Rowe Price Institutional Large Cap Core Growth Fund	Mutual Fund	3,981,582	a	193,823,430
William Blair Mid Cap Growth CIT	Common/Collective Trust	4,554,958	a	130,408,438
Vanguard FTSE Social Index Fund IS	Mutual Fund	983,830	a	21,545,881
Fidelity Diversified International Fund Class K	Common/Collective Trust	767,513	a	9,775,045
State Street Russell Small/Mid Cap Index Fund Class C	Common/Collective Trust	240,363	a	10,994,670
State Street U.S. Bond Index Fund Class C	Common/Collective Trust	1,179,711	a	18,002,393
* FIAM Blend Target Date Income Commingled Pool Class T	Common/Collective Trust	743,755	a	11,223,267
* FIAM Blend Target Date 2005 Commingled Pool Class T	Common/Collective Trust	178,603	a	2,925,512
* FIAM Blend Target Date 2010 Commingled Pool Class T	Common/Collective Trust	591,138	a	10,616,838
* FIAM Blend Target Date 2015 Commingled Pool Class T	Common/Collective Trust	827,184	a	15,261,550
* FIAM Blend Target Date 2020 Commingled Pool Class T	Common/Collective Trust	3,310,968	a	60,723,158
* FIAM Blend Target Date 2025 Commingled Pool Class T	Common/Collective Trust	4,456,269	a	85,783,186
* FIAM Blend Target Date 2030 Commingled Pool Class T	Common/Collective Trust	6,669,306	a	129,117,758
* FIAM Blend Target Date 2035 Commingled Pool Class T	Common/Collective Trust	8,208,866	a	166,968,338
* FIAM Blend Target Date 2040 Commingled Pool Class T	Common/Collective Trust	9,284,324	a	186,986,282
* FIAM Blend Target Date 2045 Commingled Pool Class T	Common/Collective Trust	8,372,600	a	169,377,697
* FIAM Blend Target Date 2050 Commingled Pool Class T	Common/Collective Trust	8,524,078	a	169,970,110
* FIAM Blend Target Date 2055 Commingled Pool Class T	Common/Collective Trust	4,253,138	a	90,932,097
* FIAM Blend Target Date 2060 Commingled Pool Class T	Common/Collective Trust	1,782,539	a	25,543,782
* FIAM Blend Target Date 2065 Commingled Pool Class T	Common/Collective Trust	1,514	a	16,961
* Fidelity Government Money Market Fund	Mutual Fund	328,680	a	328,680
* Notes receivable from participants	Participant Loans**	—	—	23,129,848
				<u>\$3,260,933,097</u>

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

** Maturity dates through May 2042. Interest rates range from 3.25% to 8.25%.

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

See independent auditors' report

OMNICOM GROUP RETIREMENT SAVINGS PLAN
Schedule H, Line 4a - Schedule of Assets (Held at End of Year)
December 31, 2019
EIN: 13-1514814
Plan No. 004

Participant Contributions and Loan Repayments Transferred Late to the Plan	Total that Constitutes Non-Exempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE (Prohibited Transaction Exemption)
	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction In VFCP	
\$ 7,980	\$ —	\$ 7,980	\$ —	\$ —

In 2019, two participating companies failed to remit \$7,980 of employee contributions to the Plan in a timely manner. This amount was subsequently remitted to the Plan. The Trustee computed the applicable earnings to the participants and the participating company subsequently remitted these earnings to the Plan.

See independent auditors' report