OMNICOM GROUP INC.
Form 424B3
March 29, 2016

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities Offered	Maximum Aggregate Offering Price	Amount of Registration Fee(1)
3.600% Senior Notes due 2026	$1,400,000,000	$140,980

(1) Calculated in accordance with Rule 457(r)

Filed pursuant to Rule 424(b)(3)
Registration No. 333-207525

Prospectus Supplement
(to prospectus dated October 20, 2015)

OMNICOM GROUP INC.
OMNICOM CAPITAL INC.

$1,400,000,000

3.600% Senior Notes due 2026

Issue price: 99.907%

Interest payable April 15 and October 15

The notes will bear interest at the rate of 3.600% per annum. Interest on the notes will be payable semi-annually in arrears on April 15 and October 15 of each year, beginning on October 15, 2016. We may redeem all or part of the notes at any time at the applicable redemption price as described under the caption “Description of Notes — Optional Redemption” on page S-12 of this prospectus supplement and “Description of Debt Securities” on page 7 of the accompanying prospectus.

If Omnicom Group Inc. experiences a change of control triggering event, unless Omnicom Group Inc. and Omnicom Capital Inc. have exercised their option to redeem the notes, Omnicom Group Inc. may be required to offer to purchase the notes from holders as described under the caption “Description of Notes — Repurchase at the Option of Holders Upon Change of Control Triggering Event.”

The notes will be the joint and several unsecured and unsubordinated obligations of Omnicom Group Inc. and Omnicom Capital Inc. and will rank equal in right of payment to all of their respective existing and future unsecured senior indebtedness.

Omnicom Capital Inc.'s obligations in respect of the notes will be guaranteed by Omnicom Group Inc. The unconditional guarantee will be an unsecured and unsubordinated obligation of Omnicom Group Inc. and will rank equal in right of payment to all existing and future unsecured senior indebtedness of Omnicom Group Inc.

The notes are a new issue of securities with no established trading market. The notes will not be listed on any securities exchange or included in any authorized quotation system.

Investing in the notes involves risks. See "Risk Factors" beginning on page S-5 of this prospectus supplement and under "Item 1A. Risk Factors" in Omnicom Group Inc.'s Annual Report on Form 10-K for the year ended December 31, 2015, which is incorporated by reference in this prospectus supplement and the accompanying prospectus.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined whether this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

	Price to Public(1)	**Underwriting Discount**	**Proceeds, Before Expenses**
Per note	99.907%	0.650%	99.257%
Total	$1,398,698,000	$9,100,000	$1,389,598,000

(1) Plus accrued interest from April 6, 2016, if settlement occurs after that date.

The notes are expected to be delivered through the book-entry facilities of The Depository Trust Company and its participants, including Euroclear Bank S.A./N.V. and Clearstream Banking, *société anonyme*, on or about April 6, 2016.

Joint Book-Running Managers

Citigroup Deutsche Bank Securities J.P. Morgan Wells Fargo Securities
BNP PARIBAS HSBC US Bancorp

Co-Managers

MUFG	**BofA Merrill Lynch**	**Barclays**
BBVA	**Danske Markets Inc.**	**ING**
Mizuho Securities	**PNC Capital Markets LLC**	**RBC Capital Markets**
SOCIETE GENERALE	**SMBC Nikko**	**Bank of Ireland**
Lloyds Securities	**nabSecurities, LLC**	**ANZ Securities**
Comerica Securities	**KeyBanc Capital Markets**	**Scotiabank**
Standard Chartered Bank	**TD Securities**	**UniCredit Capital Markets**

The Williams Capital Group, L.P.

March 28, 2016

TABLE OF CONTENTS

Prospectus Supplement

Page

Prospectus

Page

This prospectus supplement and the accompanying prospectus are part of a registration statement that we filed with the Securities and Exchange Commission, or SEC, utilizing the “shelf” registration process. Under this shelf registration process, we may, from time to time, sell the securities described in the accompanying prospectus in one or more offerings. You should read both this prospectus supplement and the accompanying prospectus together with the additional information described under the heading "Where You Can Find More Information; Incorporation by Reference" on page S-28 of this prospectus supplement and on page 2 of the accompanying prospectus.

We have not, and the underwriters and their affiliates have not, authorized anyone to provide you with any information or to make any representation not contained in or incorporated by reference into this prospectus supplement. We do not, and the underwriters and their affiliates do not, take any responsibility for, and can provide no assurances as to, the reliability of any information that others may provide you. We are not, and the underwriters and their affiliates are not, making an offer to sell, or seeking offers to buy, these securities in any jurisdiction where the offer or sale is not permitted. The information contained in this prospectus supplement, the accompanying prospectus and the documents incorporated by reference is accurate only as of their respective dates. Our business, financial condition, results of operations and prospects may have changed since that date.

SPECIAL NOTE ON FORWARD-LOOKING STATEMENTS

Certain statements in this prospectus supplement and the accompanying prospectus constitute forward-looking statements, including statements within the meaning of the Private Securities Litigation Reform Act of 1995. In addition, from time to time, we or our representatives have made, or may make, forward-looking statements, orally or in writing. These statements may discuss goals, intentions and expectations as to future plans, trends, events, results of operations or financial condition, or otherwise, based on current beliefs of our management as well as assumptions made by, and information currently available to, our management. Forward-looking statements may be accompanied by words such as “aim,” “anticipate,” “believe,” “plan,” “could,” “should,” “would,” “estimate,” “expect,” “forecast,” “future,” “intend,” “may,” “will,” “possible,” “potential,” “predict,” “project” or similar words, phrases or expressions. These forward-lo statements are subject to various risks and uncertainties, many of which are outside our control. Therefore, you should not place undue reliance on such statements. Factors that could cause actual results to differ materially from those in the forward-looking statements include: international, national or local economic conditions that could adversely affect us or our clients; losses on media purchases and production costs incurred on behalf of clients; reductions in client spending, a slowdown in client payments and a deterioration in the credit markets; ability to attract new clients and retain existing clients in the manner anticipated; changes in client advertising, marketing and corporate communications requirements; failure to manage potential conflicts of interest between or among clients; unanticipated changes relating to competitive factors in the advertising, marketing and corporate communications industries; ability to hire and retain key personnel; currency exchange rate fluctuations; reliance on information technology systems; changes in legislation or governmental regulations affecting us or our clients; risks associated with assumptions we make in connection with our critical accounting estimates and legal proceedings; and our international operations, which are subject to the risks of currency repatriation restrictions, social or political conditions and regulatory environment. The foregoing list of factors is not exhaustive. You should carefully consider the foregoing factors and the other risks and uncertainties that may affect our business, including those identified under the captions “Risk Factors” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in our Annual Report on Form 10-K for the year ended December 31, 2015, or the 2015 10-K. Except as required under applicable law, we do not assume any obligation to update these forward-looking statements.

SUMMARY

The following summary is qualified in its entirety by the more detailed information included elsewhere or incorporated by reference into this prospectus supplement and the accompanying prospectus. Because this is a summary, it may not contain all the information that may be important to you. You should read this prospectus supplement and the accompanying prospectus, as well as the information incorporated by reference, in their entirety before making an investment decision. When used in this prospectus supplement, the term "Omnicom Group" refers to Omnicom Group Inc. together with its consolidated subsidiaries, the term "Omnicom Group Inc." refers to only Omnicom Group Inc. and not its subsidiaries, the term "Omnicom Capital" refers only to Omnicom Capital Inc., and the terms "Issuers," "we," "us," and "our" refer collectively to Omnicom Group Inc. and Omnicom Capital, in each case, unless otherwise specified, as in the section captioned "Description of Notes" beginning on page S-11 of this prospectus supplement or "Description of Debt Securities" beginning on page 7 of the accompanying prospectus.

Omnicom Group Inc.

Omnicom Group is a leading global advertising, marketing and corporate communications company. Omnicom Group's branded networks and agencies provide those services to over 5,000 clients in more than 100 countries. Omnicom Group's revenue is diversified across a number of industries. Specifically, Omnicom Group's revenue for the year ended December 31, 2015, classified by industry sector, expressed as a percentage of total revenue from these clients, is as follows: Food and Beverage: 13%, Pharmaceutical and Healthcare: 11%, Consumer Products: 9%, Technology: 10%, Financial Services: 7%, Auto: 8%, Retail: 6%, Travel and Entertainment: 6%, Telecommunications: 5% and Other: 25%.

Omnicom Group's branded networks and agencies, which operate in all major markets around the world, provide a comprehensive range of services in four fundamental disciplines: advertising, customer relationship management, or CRM, public relations and specialty communications. Although the medium used to reach a client's target audience may differ across each of these disciplines, Omnicom Group develops and delivers the marketing message in a similar way by providing client-specific advertising and marketing services. Services included in these four disciplines are:

advertising
brand consultancy
content marketing
corporate social responsibility consulting
crisis communications
custom publishing
data analytics
database management
direct marketing
entertainment marketing
environmental design
experiential marketing
field marketing
financial/corporate business-to-business advertising
graphic arts/digital imaging
healthcare communications
instore design
interactive marketing
investor relations
marketing research
media planning and buying
mobile marketing
multi-cultural marketing
non-profit marketing
organizational communications
package design
product placement
promotional marketing
public affairs
public relations
reputation consulting
retail marketing
search engine marketing
social media marketing
sports and event marketing

Omnicom Group Inc. is incorporated in New York and is a holding company. Its principal corporate offices are located at 437 Madison Avenue, New York, NY 10022; One East Weaver Street, Greenwich, CT 06831; and 525 Okeechobee Boulevard, Suite 870, West Palm Beach, FL 33411. Its telephone numbers are (212) 415-3600, (203) 618-1500 and (561) 207-2200, respectively.

Omnicom Group Inc.’s common stock is traded on the New York Stock Exchange under the symbol “OMC.” For additional information regarding Omnicom Group’s business, see the 2015 10-K, and other SEC filings made by Omnicom Group Inc., which are incorporated by reference into this prospectus supplement. Copies of these filings may be obtained as described under “Where You Can Find More Information; Incorporation by Reference” on page S-28 of this prospectus supplement.

Omnicom Capital Inc.

Omnicom Capital is a wholly owned direct subsidiary of Omnicom Group Inc. Omnicom Capital does not have any independent operations or subsidiaries. The sole function of Omnicom Capital is to provide funding for the operations of Omnicom Group Inc. and its operating subsidiaries by incurring debt and lending the proceeds to the operating subsidiaries. Its assets consist of the intercompany loans it makes or has made to Omnicom Group Inc.’s operating subsidiaries and the related interest receivables.

Omnicom Capital is incorporated in Connecticut. Its principal office is located at One East Weaver Street, Greenwich, CT 06831 and its telephone number is (203) 618-1500.

The Offering

The summary below describes the principal terms of the notes. Some of the terms and conditions described below are subject to important limitations and exceptions. See "Description of Notes" in this prospectus supplement and "Description of Debt Securities" in the accompanying prospectus for a more detailed description of the terms and conditions of the notes.

Issuer	Omnicom Group Inc.
Co-Obligor	Omnicom Capital, a wholly owned subsidiary of Omnicom Group Inc., will also be jointly and severally liable. Omnicom Group Inc. will guarantee the obligations of Omnicom Capital.
Notes Offered	$1,400,000,000 aggregate principal amount of 3.600% Senior Notes due 2026.
Maturity	The notes will mature on April 15, 2026.
Interest Rate	The notes will bear interest from April 6, 2016 at a rate equal to 3.600% per year, payable semiannually.
Interest Payment Dates	April 15 and October 15 of each year, commencing October 15, 2016.
Ranking	The notes will be the joint and several unsecured and unsubordinated obligations of Omnicom Group Inc. and Omnicom Capital and will rank equal in right of payment to all of their respective existing and future unsecured senior indebtedness. The notes will effectively rank junior to any of our secured indebtedness to the extent of the value of the assets securing such indebtedness.
	The notes may effectively rank junior to all liabilities of our operating subsidiaries depending on the amount of loans to the operating subsidiaries and security for those loans on a relevant determination date. See "Risk Factors — Omnicom Group Inc.'s Holding Company Structure May Result in Structural Subordination and May Affect the Issuers' Ability to Make Payments on the Notes." As of December 31, 2015, the operating subsidiaries of Omnicom Group Inc. had approximately $13.4 billion of outstanding liabilities, including trade payables but excluding intercompany liabilities and deferred revenue.
Denominations	The notes will be issued in denominations of $2,000 and integral multiples of $1,000 in excess thereof.
Optional Redemption	Prior to the date that is three months prior to the maturity date, the notes will be redeemable, as a whole or in part, at the Issuers' option, at any time or from time to time at a redemption price equal to 100% of the principal amount of the notes plus a make- whole premium, together with accrued

and unpaid interest thereon to the redemption date. On or after such date, the notes will be redeemable, as a whole or in part, at the Issuers' option, at any time or from time to time at a redemption price equal to 100% of the principal amount of the notes, together with accrued and unpaid interest thereon to the redemption date. See "Description of Notes — Optional Redemption."

Repurchase at the Option of Holders Upon Change of Control Triggering Event	Upon the occurrence of a “Change of Control Triggering Event” (as defined under “Description of the Notes — Repurchase at the Option of Holders Upon Change of Control Triggering Event”), unless the Issuers have exercised their option to redeem the notes, Omnicom Group will be required to make an offer to repurchase the notes at a purchase price equal to 101% of their principal amount, plus accrued and unpaid interest, if any, to the date of repurchase.
Certain Covenants	The indenture governing the notes will contain covenants limiting our and our subsidiaries’ ability to, with certain exceptions: • create certain liens; and • consolidate or merge with, or convey, transfer or lease substantially all our assets to, another person. You should read “Description of Notes” on page S-11 in this prospectus supplement and “Description of Debt Securities” on page 7 of the accompanying prospectus for additional information on these covenants.
Use of Proceeds	The net proceeds we receive from the sale of the notes offered hereby, after deducting the underwriting discount and estimated offering expenses payable by us, will be approximately $1.387 billion. We intend to use the net proceeds from the sale of the notes offered hereby to retire our $1.0 billion aggregate principal amount of outstanding 5.90% Senior Notes due 2016 at maturity on April 15, 2016, and for general corporate purposes, which could include working capital expenditures, fixed asset expenditures, acquisitions, refinancing of other debt, repurchases of our common stock or other capital transactions.
Risk Factors	See “Risk Factors” beginning on page S-5 of this prospectus supplement and the section entitled “Item 1A. Risk Factors” in Omnicom Group Inc.’s 2015 10-K for important information regarding us and an investment in the notes.
Further Issuances	We will have the ability to “reopen” the notes offered hereby and issue additional notes of that series having the same terms, except with respect to the issue date, price to public, payment of interest accruing prior to the issue date of such further notes or except for the first payment of interest following the issue date of such further notes.
Governing Law	The indenture will be governed by, and construed in accordance with, the laws of the State of New York.

RISK FACTORS

In considering whether to purchase notes, you should carefully consider all of the information contained in or incorporated by reference in this prospectus supplement and the accompanying prospectus, including but not limited to Omnicom Group Inc.'s 2015 10-K and other information which may be incorporated by reference into this prospectus supplement and the accompanying prospectus as provided under "Where You Can Find More Information; Incorporation by Reference." Our ability to achieve and maintain profitability and our ability to continue to fund our operations on an on-going basis will depend on a number of factors, some of which are beyond our control. In addition to the risk factors set forth below, you should carefully consider the information under "Special Note on Forward-Looking Statements" and the risk factors set forth under the caption "Risk Factors" contained in Item 1A of Omnicom Group Inc.'s 2015 10-K.

Omnicom Group Inc.'s Holding Company Structure May Result in Structural Subordination and May Affect the Issuers' Ability to Make Payments on the Notes.

The notes are the joint and several obligations exclusively of the Issuers. Omnicom Group Inc. is a holding company and, accordingly, substantially all of its operations are conducted through its operating subsidiaries. Omnicom Capital is a wholly owned subsidiary of Omnicom Group Inc. Its assets consist of the intercompany loans it makes or has made to Omnicom Group Inc.'s operating subsidiaries and the related interest receivables. As a result, the Issuers' cash flow and their ability to make payments on their respective debt, including the notes, are dependent upon the earnings of these operating subsidiaries. Omnicom Group Inc. is dependent on the distribution of earnings, loans or other payments by the operating subsidiaries to it to service its obligations in respect of the notes and its other debt. In addition, to service debt, Omnicom Capital, as a finance subsidiary, is also dependent on the earnings of the operating subsidiaries, the sale of certain assets of the operating subsidiaries and ability of the operating subsidiaries to repay principal and interest on the intercompany loans.

Omnicom Group Inc.'s operating subsidiaries are separate and distinct legal entities. These subsidiaries have no obligation to pay any amounts due on the notes or to provide the Issuers with funds for their respective payment obligations, whether by dividends, distributions, repayment or making of loans or other payments. In addition, any payment or repayment of dividends, distributions, loans or advances by these operating subsidiaries to the Issuers could be subject to legal or contractual restrictions. Payments to the Issuers by the operating subsidiaries will also be contingent upon the operating subsidiaries' earnings and business considerations.

Because of this structure the claims of creditors of Omnicom Group Inc.'s operating subsidiaries will have a priority over the equity rights of Omnicom Group Inc. and the rights of its creditors, including the holders of notes, to participate in the assets of the subsidiary upon the subsidiary's liquidation or reorganization. Although Omnicom Capital's loans to the operating subsidiaries are secured by the assets of those subsidiaries, the rights of Omnicom Capital and its respective creditors, including holders of the notes, to participate in the assets of the operating subsidiaries will depend upon the amount of loans, and security for those loans, on the relevant date of determination. The amount of loans outstanding from Omnicom Capital to these operating subsidiaries, and the value of the collateral securing the loans, may not be sufficient to assure repayment in full to all of Omnicom Capital's creditors. The loans or the security for such loans could also be invalidated in whole or in part in any liquidation or reorganization.

The Notes Do Not Restrict the Issuers' Ability to Incur Additional Debt, Repurchase their Securities or to Take Other Actions that Could Negatively Impact Holders of the Notes.

The Issuers are not restricted under the terms of the notes from incurring additional debt or repurchasing its securities. In addition, the indenture will not contain any covenants which require the Issuers to achieve or maintain any minimum financial results relating to its financial position or results of operations. The Issuers' ability to recapitalize, incur additional debt and take a number of other actions that are not limited by the terms of the notes could have the effect of diminishing its ability to make payments on the notes when due.

An Active Trading Market for the Notes May Not Develop.

The notes are a new issue of securities with no established trading market. The notes will not be listed on any securities exchange or included in any automated quotation system. If the notes are traded, they may trade at a discount, depending on prevailing interest rates, the market for similar securities, Omnicom Group's performance and other factors. The Issuers do not know whether an active trading market will develop for the notes. To the extent that an active trading market does not develop, the price at which you may be able to sell the notes, if at all, may be less than the price you pay for them.

Omnicom Group may not be able to repurchase the notes upon a change of control.

Upon the occurrence of a Change of Control Triggering Event, unless the Issuers have exercised their option to redeem the notes, each holder of notes will have the right to require Omnicom Group to repurchase all or any part of such holder's notes at a price equal to 101% of their principal amount, plus accrued and unpaid interest, if any, to the date of repurchase. If Omnicom Group experiences a Change of Control Triggering Event, there can be no assurance that it would have sufficient financial resources available to satisfy its obligations to repurchase the notes. Omnicom Group's failure to repurchase the notes as required under the indenture governing the notes would result in a default under the indenture, which could have material adverse consequences for the Issuers and the holders of the notes. See "Description of the Notes — Repurchase at the Option of Holders Upon Change of Control Triggering Event."

RATIO OF EARNINGS TO FIXED CHARGES

The following table shows the ratio of earnings to fixed charges of Omnicom Group Inc. for each of the five most recent fiscal years and supersedes the Ratio of Earnings to Fixed Charges table on page 4 of the accompanying prospectus.

Year Ended December 31,				
2015	**2014**	**2013**	**2012**	**2011**
6.98x	6.93x	6.07x	6.26x	6.32x

The ratio of earnings to fixed charges is computed by dividing fixed charges into income before income taxes plus dividends from equity method investments and fixed charges. Fixed charges consist of interest expense and that portion of net rental expense deemed representative of interest.

USE OF PROCEEDS

The net proceeds we receive from the sale of the notes offered hereby, after deducting the underwriting discount and estimated offering expenses payable by us, will be approximately $1.387 billion. We intend to use the net proceeds from the sale of the notes offered hereby to retire our $1.0 billion aggregate principal amount of outstanding 5.90% Senior Notes due 2016 at maturity on April 15, 2016, and for general corporate purposes, which could include working capital expenditures, fixed asset expenditures, acquisitions, refinancing of other debt, repurchases of our common stock or other capital transactions. Pending the application of the net proceeds, we may invest such net proceeds in short-term investment grade obligations.

CAPITALIZATION

The following table sets forth Omnicom Group Inc.'s actual consolidated cash and cash equivalents and short-term investments and capitalization, as of December 31, 2015, and as adjusted to reflect the issuance and sale of the notes offered and the redemption of our 5.90% Senior Notes due 2016. You should read this table in conjunction with Omnicom Group Inc.'s financial statements and related notes and other financial and operating data included elsewhere in or incorporated by reference into this prospectus supplement and the accompanying prospectus.

	As of December 31, 2015	
	Actual	As Adjusted
	(In millions)	
Cash and cash equivalents and short-term investments	$2,619.7	$3,007.2
Short-term debt:		
Current portion of debt(1)	$1,001.4	$0.3
Short-term borrowings	5.2	5.2
Total short-term debt	$1,006.6	$5.5
Long-term debt:		
Senior Notes – due April 15, 2016(1)	$1,000.0	$—
Senior Notes – due July 15, 2019	500.0	500.0
Senior Notes – due August 15, 2020	1,000.0	1,000.0
Senior Notes – due May 1, 2022	1,250.0	1,250.0
Senior Notes – due November 1, 2024	750.0	750.0
Notes offered hereby(2)	—	1,400.0
Other debt	0.3	0.3
Unamortized premium (discount) on Senior Notes, net	10.1	9.0
Debt issuance costs	(16.9)	(27.9)
Adjustment to carrying value for interest rate swaps	72.1	70.6
	4,565.6	4,952.0
Less current portion(1)	(1,001.4)	(0.3)
Total long-term debt	$3,564.2	$4,951.7
Temporary equity — redeemable noncontrolling interests	$167.9	$167.9
Equity:		
Shareholders' Equity:		
Preferred stock, $1.00 par value, 7,500,000 shares authorized, none issued	$—	$—
Common stock, $0.15 par value, 1.0 billion shares authorized, 397.2 million shares issued and 239.7 million shares outstanding	59.6	59.6
Additional paid-in capital	859.9	859.9
Retained earnings	10,178.2	10,178.2
Accumulated other comprehensive income (loss)	(1,015.4)	(1,015.4)
Treasury stock, at cost, 157.5 million shares	(7,629.9)	(7,629.9)
Total shareholders' equity	2,452.4	2,452.4
Noncontrolling Interests	437.0	437.0
Total Equity	$2,889.4	$2,889.4
Total capitalization(3)	$7,628.1	$8,014.5

(1) We intend to use the net proceeds from the sale of the notes offered hereby to retire our $1.0 billion aggregate principal amount of outstanding 5.90% Senior Notes due 2016 at maturity on April 15, 2016.

(2) As adjusted amount reflects the principal amount of $1.4 billion from the issuance of the notes offered hereby and does not give effect to the underwriting discount and estimated costs from this offering of $11.2 million.

(3) Total capitalization includes short-term debt, long-term debt, temporary equity and total equity.

SELECTED FINANCIAL DATA

The following selected financial data should be read in conjunction with "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations," in Omnicom Group Inc.'s 2015 10-K, which is incorporated herein by reference.

	For the years ended December 31,				
(In millions, except per share amounts)	2015	2014	2013	2012	2011
Revenue	$15,134.4	$15,317.8	$14,584.5	$14,219.4	$13,872.5
Operating Income	1,920.1	1,944.1	1,825.3	1,804.2	1,671.1
Net Income – Omnicom Group Inc.	1,093.9	1,104.0	991.1	998.3	952.6
Net Income Per Common Share – Omnicom Group Inc.:					
Basic	4.43	4.27	3.73	3.64	3.38
Diluted	4.41	4.24	3.71	3.61	3.33
Dividends Declared Per Common Share	2.00	1.90	1.60	1.20	1.00
	As of December 31,				
(In millions)	2015	2014	2013	2012	2011
Cash and Cash Equivalents and Short-Term Investments	$2,619.7	$2,390.3	$2,728.7	$2,698.9	$1,805.0
Total Assets	22,110.7	21,428.4	21,980.4	21,971.4	20,323.4
Long-Term Obligations:					
Long-Term Debt	3,564.2	4,542.1	3,763.3	3,768.8	2,510.6
Convertible Debt	—	—	252.7	659.4	659.4
Long-Term Liabilities	800.5	774.3	685.1	739.9	602.0
Total Shareholders' Equity	2,452.4	2,850.0	3,582.4	3,460.8	3,504.3

In 2014 and 2013, we incurred $8.8 million and $41.4 million, respectively, of expenses in connection with the proposed merger with Publicis Groupe S.A., which were primarily comprised of professional fees. On May 8, 2014, the proposed merger was terminated. Excluding the effect of the merger expenses from both years, Operating Income, Net Income - Omnicom Group Inc. and Diluted Net Income per Common Share - Omnicom Group Inc. for the years ended December 31, 2014 and 2013 were $1,952.9 million, $1,101.4 million and $4.23 and $1,866.7 million, $1,026.0 million and $3.84, respectively.

As described in Note 2 to the consolidated financial statements in the 2015 10-K, on December 31, 2015, we adopted FASB Accounting Standards Update, or ASU, 2015-03, and FASB ASU 2015-17. As a result, total assets and long-term debt for 2014, 2013, 2012 and 2011 have been adjusted to reflect the retrospective adoption of ASU 2015-03 and ASU 2015-17. The adoption of ASU 2015-03 and ASU 2015-17 did not have any effect on results of operations or total shareholders' equity.

DESCRIPTION OF NOTES

Set forth below is a description of the specific terms of the notes. This description supplements, and should be read together with, the description of the general terms and provisions of the debt securities, including the notes, set forth in the accompanying base prospectus under the caption "Description of Debt Securities." The following description does not purport to be complete and is subject to, and is qualified in its entirety by reference to, the description of senior debt securities in the base prospectus and the senior indenture. If the description of the notes in this prospectus supplement differs from the description of senior debt securities in the base prospectus, the description of the notes in this prospectus supplement supersedes the description of debt securities in the base prospectus. When used in this section, the term "Issuers" refers solely to Omnicom Group Inc. and Omnicom Capital and not to any of their respective subsidiaries.

General

The notes will be issued in an initial aggregate principal amount of $1.4 billion. The notes will be issued only in registered form, without coupons, in denominations of $2,000 and integral multiples of $1,000 in excess thereof. The notes will be the joint and several unsecured senior obligations of Omnicom Group Inc. and Omnicom Capital and, as such, will rank equal in right of payment with all other existing and future senior indebtedness of Omnicom Group Inc. and Omnicom Capital and senior in right of payment to all of their existing and future subordinated indebtedness. The notes may effectively rank junior to all liabilities of our operating subsidiaries depending on the amount of loans to the operating subsidiaries and security for those loans on a relevant determination date. See "Risk Factors — Omnicom Group Inc.'s Holding Company Structure May Result in Structural Subordination and May Affect the Issuers' Ability to Make Payments on the Notes." As of December 31, 2015, on a pro forma basis after giving effect to the offering of the notes and the application of the estimated gross proceeds therefrom, the issuers would have had approximately $4.9 billion aggregate principal amount of indebtedness outstanding. See "Use of Proceeds" and "Capitalization" in this prospectus supplement. Omnicom Capital's obligations in respect of the notes are guaranteed by Omnicom Group Inc. The unconditional guarantee is a senior unsecured obligation of Omnicom Group Inc. and ranks equal in right of payment to all existing and future senior unsecured indebtedness of Omnicom Group Inc.

The specific terms of the notes are set forth below:

- Title: 3.600% Senior Notes due 2026
- Initial principal amount being issued: $1,400,000,000
- Stated maturity date: April 15, 2026
- Interest rate: 3.600%
- Date interest starts accruing: April 6, 2016
- Interest payment dates: April 15 and October 15
- First interest payment date: October 15, 2016
- Regular record dates for interest: April 1 and October 1
- Computation of interest: Interest will be computed on the basis of a 360-day year consisting of twelve 30-day months.
- Form of notes: The notes will be in the form of one or more global notes that the issuers will deposit with or on behalf of The Depository Trust Company ("DTC").
- Sinking fund: The notes will not be subject to any sinking fund.
- Trustee: Deutsche Bank Trust Company Americas

Optional Redemption

Prior to the date that is three months prior to the maturity date, the notes will be redeemable, as a whole or in part, at the Issuers' option, at any time or from time to time, upon mailed notice to the registered address of each holder of notes at least 15 days but not more than 45 days prior to the redemption. The redemption price will be equal to the greater of (1) 100% of the principal amount of the notes to be redeemed and (2) the sum of the present values of the Remaining Scheduled Payments (as defined below on such notes discounted to the date of redemption, on a semiannual basis (assuming a 360-day year consisting of twelve 30-day months), at a rate equal to the sum of the applicable Treasury Rate (as defined below) plus a make whole spread of 30 basis points, plus accrued and unpaid interest thereon to the redemption date.

On or after the date that is three months prior to the maturity date, the notes will be redeemable, as a whole or in part, at the Issuers' option, at any time or from time to time, upon mailed notice to the registered address of each holder of notes at least 15 days but not more than 45 days prior to the redemption at a redemption price of 100% of the principal amount thereof, plus accrued and unpaid interest thereon to the redemption date.

"Treasury Rate" means, with respect to any redemption date, the rate per annum equal to the semiannual equivalent yield to maturity (computed as of the third business day immediately preceding that redemption date) of the Comparable Treasury Issue (as defined below), assuming a price for the Comparable Treasury Issue (expressed as a percentage of its principal amount) equal to the Comparable Treasury Price for that redemption date.

"Comparable Treasury Issue" means the United States Treasury security selected by the Reference Treasury Dealer (as defined below) as having a maturity comparable to the remaining term of the notes (assuming the notes matured on the first par call date), that would be utilized, at the time of selection and in accordance with customary financial practice, in pricing new issues of corporate debt securities of comparable maturity to the remaining term of the notes (assuming the notes matured on the first par call date).

"Comparable Treasury Price" means, with respect to any redemption date, the Reference Treasury Dealer Quotations (as defined below) for that redemption date.

"Reference Treasury Dealer" means each of any three primary U.S. Government securities dealer selected by us, and their respective successors.

"Reference Treasury Dealer Quotations" means, with respect to the Reference Treasury Dealer and any redemption date, the average, as determined by the Issuer, of the bid and asked prices for the Comparable Treasury Issue (expressed in each case as a percentage of its principal amount) quoted in writing to the Issuer by the Reference Treasury Dealer at 3:30 p.m., New York City time, on the third business day preceding that redemption date.

"Remaining Scheduled Payments" means the remaining scheduled payments of principal of and interest on the notes that but for the redemption would be due after the related redemption date through the first par call date, assuming the notes matured on the first par call date. If that redemption date is not an interest payment date with respect to the notes, the amount of the next succeeding scheduled interest payment on the notes will be reduced by the amount of interest accrued on the notes to such redemption date. On and after the redemption date, interest will cease to accrue on the notes or any portion of the notes called for redemption (unless we default in the payment of the redemption price and accrued interest). On or before the redemption date, we will deposit with a paying agent (or the trustee) money sufficient to pay the redemption price of and accrued interest on the notes to be redeemed on that date. If less than all of the notes are to be redeemed, the notes to be redeemed shall be selected by the trustee in accordance with procedures of DTC.