

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): January 28, 2016

MANPOWERGROUP INC.

(Exact name of registrant as specified in its charter)

Wisconsin

(State or other jurisdiction of incorporation)

1-10686

(Commission File Number)

39-1672779

(IRS Employer Identification No.)

100 Manpower Place
Milwaukee, Wisconsin

(Address of principal executive offices)

53212

(Zip Code)

Registrant's telephone number, including area code: (414) 961-1000

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

On January 29, 2016, the Board of Directors of ManpowerGroup Inc. (the "Company") appointed John (Jack) T. McGinnis as the Company's Executive Vice President and Chief Financial Officer ("CFO"), effective as of February 15, 2016. On January 28, 2016, Michael Van Handel notified the Company of his retirement as CFO, which will take effect when Mr. McGinnis commences as CFO on February 15, 2016. The Board has appointed Mr. Van Handel as Senior Executive Vice President effective as of February 15, 2016 and he is expected to continue his employment with the Company in such capacity at least through the end of this fiscal year.

Until this month, McGinnis, 49, was the Global Controller at Morgan Stanley, a global financial services firm, which he joined in January 2014. From 2006 until January 2014, Mr. McGinnis was employed at HSBC where he held several leadership positions, including CFO, HSBC North America Holdings Inc. Earlier in his career, Mr. McGinnis was a Partner at Ernst & Young LLP.

There are no family relationships between Mr. McGinnis and any director or executive officer of the Company, and he has no direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

The press release issued by the Company announcing the appointment of Mr. McGinnis and retirement of Mr. Van Handel is attached hereto as Exhibit 99.1 and is incorporated by reference herein.

In conjunction with the appointment of Mr. McGinnis, on January 29, 2016, the Board approved the terms of an offer letter from the Company that had been accepted by Mr. McGinnis, but which was contingent upon the Board's appointment of Mr. McGinnis as CFO and the Board's approval of the offer letter itself.

Under the terms of the offer letter, Mr. McGinnis is entitled to the following compensation items:

- A base salary of \$600,000;
- A target bonus opportunity for 2016 equal to 100% of his salary;
- A recommended \$2,000,000 long-term equity incentive award to be granted in February 2016, made up of 60% performance share units, 20% stock options, and 20% restricted stock units;
- A recommended \$1,000,000 career share award to be granted in February 2016 with five year cliff vesting;
- Reasonable relocation expenses; and
- A severance agreement, to be entered into in February 2016.

The foregoing description of the offer letter does not purport to be complete and is qualified in its entirety by reference to the offer letter, a copy of which is attached hereto as Exhibit 10.1 to this filing and is incorporated herein by reference.

Item 9.01.

Exhibits

Exhibit No.	Description
10.1	Letter Agreement between John ("Jack") T. McGinnis and the Company dated as of November 17, 2015
99.1	Press Release dated February 3, 2016

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MANPOWERGROUP INC.

Dated: February 3, 2016

By: /s/ Richard Buchband

Name: Richard Buchband

Title: Senior Vice President, General Counsel and Secretary

Exhibit Index

- 10.1 Letter Agreement between John ("Jack") T. McGinnis and the Company dated as of November 17, 2015
- 99.1 Press Release dated February 3, 2016

November 17, 2015

Jack McGinnis

Dear Jack:

I am very pleased to extend an offer to you to join ManpowerGroup (the "Company") as Executive Vice President, Chief Financial Officer. In this role you would report directly to me and would be part of our Executive Leadership Team. This offer anticipates your employment will commence on or about February 15, 2016.

Your base salary would be \$600,000 per year. You would also be eligible to receive an annual incentive award for each full calendar year during the term of your employment. For 2016, your annual incentive award will be calculated as if you started on January 1, 2016. The incentive award under our current practice, which is subject to change, would be determined using a "balanced scorecard" approach. The amount of the award would be based on actual performance against financial goals and operating objectives established at the beginning of each year. Depending upon achievement of these goals and objectives, the total award under the current practice would range from zero to 200 percent of base salary, with the target award at 100 percent of base salary.

You will be eligible to participate in ManpowerGroup's executive long-term incentive program. I will recommend to the Executive Compensation and Human Resources Committee of the Board of Directors that the Committee grant you \$2,000,000 worth of equity comprised of approximately 60% performance share units, 20% options of ManpowerGroup common stock having an exercise price equal to the closing price at the date of grant, and 20% restricted share grants. I will also recommend that you be granted \$1,000,000 in career shares with a five year cliff vesting. You will be eligible for these grants upon your start date or the February 2016 board meeting, whichever is later.

In addition, you would also be eligible to participate in the Company's and/or its subsidiaries benefits programs, as they are applicable to you, and entitled to vacations and other perquisites, that are generally made available to the Company's senior executive officers according to the terms of such programs. The Company would also reimburse you for all expenses incurred by you in the performance of your duties according to the Company's regulations and procedures for expense reimbursement. The company would also reimburse you for reasonable relocation expenses incurred in your move to Milwaukee, Wisconsin within one year of your start date.

While we look forward to a long and productive relationship, you should be mindful that your employment would be on an at-will basis, meaning both you and the Company will be entitled to end the employment relationship at any time, for any reasons and with or without notice. However, prior to your commencement of employment with the Company, the Company would enter into an agreement (the "Severance Agreement") with you, on mutually satisfactory terms, effective upon the date of your employment.

Prior to the commencement of your employment with the Company, you would be required to sign a nondisclosure agreement that will include provisions related to the protection of Company confidential information and trade secrets. Prior to the commencement of your employment with the Company, you would also be required to certify that you are not subject to any prior obligations (written or oral), such as confidentiality agreements or covenants restricting future employment or consulting, that restrict your ability to perform any services as an employee for the Company. This offer is contingent upon the approval of the Board of Directors and a favorable background check. In addition, if you do not relocate to Milwaukee, Wisconsin within one year of your start date we will consider it a voluntary resignation.

I am also enclosing information about ManpowerGroup's **Benefits Plan** and **Car Program Plan**. We will send your **Severance Agreement** under separate cover.

Your base of operations would be Milwaukee, Wisconsin. This offer letter supersedes all prior agreements. This offer letter shall be governed by the laws of the State of Wisconsin, without regard to its conflicts of law provisions.

I am very excited about the prospect of you joining our team. Please do not hesitate to call me if you have any questions. If the foregoing is acceptable, please sign both originals below and return one to Mara Swan, Executive Vice President – Global Strategy and Talent.

Sincerely,

MANPOWERGROUP

By: /s/ Jonas O. Prising

Jonas O. Prising
Chief Executive Officer

Agreed to and accepted this 7th day of December, 2015.

/s/ John (Jack) T. McGinnis

John (Jack) T. McGinnis



ManpowerGroup™

FOR IMMEDIATE RELEASE

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**John "Jack" T. McGinnis Appointed ManpowerGroup CFO;
Michael Van Handel named Senior Executive Vice President ManpowerGroup, both effective February 15, 2016**

MILWAUKEE (February 3, 2016) – ManpowerGroup (NYSE: MAN) announced today that John "Jack" T. McGinnis, 49, has been appointed ManpowerGroup Executive Vice President, Chief Financial Officer, effective February 15, 2016. McGinnis joins from Morgan Stanley where he was Global Controller responsible for financial accounting and controls, SEC and regulatory reporting, financial planning and analysis, and the finance function for their large U.S. Bank. McGinnis was previously CFO, HSBC North America Holdings Inc., and before that was Partner at Ernst & Young LLP. Michael Van Handel will retire from his role as CFO and become Senior Executive Vice President, effective the same day. Both will report to Jonas Prising, Chairman and CEO.

"I'm delighted to welcome Jack to the ManpowerGroup Executive Leadership Team" said Prising. "He brings world-class financial, commercial, strategic and investor relations experience. He also has significant experience working with boards and audit committees across large, sophisticated, global platforms, and is the right cultural fit for ManpowerGroup. I have great confidence in Jack's capabilities and leadership and look forward to him continuing to strengthen our financial discipline and performance."

Van Handel, 56, joined ManpowerGroup in 1989 and has served as CFO since 1998. He will remain with the company at least through 2016 and in his new role will be responsible for investor relations and ensuring a successful CFO transition.

Van Handel has played a leading role in taking ManpowerGroup from an \$8B temporary staffing company, operating in 50 countries with one brand, to a \$20B global provider of innovative workforce solutions operating in 80 countries under four brands – Manpower, Experis, ManpowerGroup Solutions and Right Management. Van Handel is regularly recognized for his financial expertise, most recently as the Institutional Investor magazine's 'America's Best CFO for Business and Professional Services' which he has been awarded every year since 2005.

"Mike's impressive leadership, financial acumen and operational discipline have been invaluable to us for almost three decades," said Prising. "He has done an outstanding job in his role operationally and in raising ManpowerGroup's profile in the investor community, enhancing investor confidence with clearly articulated strategies, aimed at creating shareholder value. His leadership is not limited to his role as a successful CFO but also as an outstanding corporate leader who has embodied our company's culture of strong ethics and continued dedication to doing well by doing good. I want to recognize and thank Mike for his accomplishments as CFO and significant contributions to making ManpowerGroup a global leader in our industry."

Van Handel commented: "I feel very fortunate to have served in the role of CFO and to have had the opportunity to work with a world-class management team leading ManpowerGroup through such a successful journey. I'm looking forward to working with Jack and ensuring a smooth transition. I'm confident that with Jack's leadership and with the strength of our finance team, we'll continue the strong financial legacy of the company with a clear focus on creating shareholder value."

McGinnis said: "I'm thrilled to be joining ManpowerGroup at an exciting time as we continue our journey as the leading workforce solutions company. I'm looking forward to delivering world class results for both clients and candidates, finding work for millions of people every year, and doing that alongside the talented finance and management teams at ManpowerGroup."

Additional financial information about ManpowerGroup, including stock history and annual shareholder reports, can be found at <http://www.manpowergroup.com/investors.cfm>.

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About ManpowerGroup

ManpowerGroup® (NYSE: MAN) is the world's workforce expert, creating innovative workforce solutions for more than 65 years. As workforce experts, we connect more than 600,000 people to meaningful work across a wide range of skills and industries every day. Through our ManpowerGroup family of brands – Manpower®, Experis®, Right Management® and ManpowerGroup® Solutions – we help more than 400,000 clients in 80 countries and territories address their critical talent needs, providing comprehensive solutions to resource, manage and develop talent. In 2015, ManpowerGroup was named one of the World's Most Ethical Companies for the fifth consecutive year and one of Fortune's Most Admired Companies, confirming our position as the most trusted and admired brand in the industry. See how ManpowerGroup makes powering the world of work humanly possible: www.manpowergroup.com

Forward-Looking Statements

This news release contains statements, including with respect to future financial performance, that are forward-looking in nature and, accordingly, are subject to risks and uncertainties regarding the Company's expected future results. The Company's actual results may differ materially from those described or contemplated in the forward-looking statements. Factors that may cause the Company's actual results to differ materially from those contained in the forward-looking statements can be found in the Company's reports filed with the SEC, including

the information under the heading 'Risk Factors' in its Annual Report on Form 10-K for the year ended December 31, 2014, which information is incorporated herein by reference.

ManpowerGroup • 100 Manpower Place, Milwaukee, WI 53212 • USA • Phone +1.414.961.1000 • www.manpowergroup.com