

Edgar Filing: OMNICOM GROUP INC - Form 424B3

OMNICOM GROUP INC  
Form 424B3  
January 28, 2004

FILED PURSUANT TO RULE 424(B) (3)  
REGISTRATION NO. 333-55386

\$850,000,000

OMNICOM GROUP INC.  
Liquid Yield Option(TM) Notes Due 2031  
(Zero Coupon-Senior)

PROSPECTUS SUPPLEMENT DATED JANUARY 28, 2004  
TO PROSPECTUS DATED FEBRUARY 26, 2001

The selling securityholders table on page 30 of the prospectus is hereby further amended to update the information to include the following entities as selling securityholders in the prospectus and to list their total amount of Liquid Yield Option(TM) Notes due 2031:

| NAME                                               | AGGREGATE<br>PRINCIPAL AMOUNT<br>OF NOTES AT<br>MATURITY THAT<br>MAY BE SOLD | PERCENTAGE<br>OF NOTES<br>OUTSTANDING |
|----------------------------------------------------|------------------------------------------------------------------------------|---------------------------------------|
| ----                                               | -----                                                                        | -----                                 |
| Dexia Money 3M c/o Dexia Banque Privee             | 10,000,000                                                                   | 1.17                                  |
| Dexia Money & Double Alpha c/o Dexia Banque Privee | 5,000,000                                                                    | *                                     |

\* Less than 1%

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(1) Assumes conversion of all the holder's LYONs at a conversion rate of 9.09 shares of common stock per \$1,000 principal amount at maturity of the LYONs. However, this conversion rate will be subject to adjustment as described under "Description of the LYONs -- Conversion Rights." As a result, the amount of common stock issuable upon conversion of the notes may increase or decrease in the future.

The preceding table has been prepared based upon information furnished to us by the selling securityholder named in the table. From time to time, additional information concerning ownership of the notes and common stock may be known by certain holders thereof not named in the preceding table, with whom we believe we have no affiliation. Information about the selling securityholder may change over time. Any changed information will be set forth in supplements of amendments to this prospectus.