

Edgar Filing: OMNICOM GROUP INC - Form 424B3

OMNICOM GROUP INC
 Form 424B3
 August 12, 2003

FILED PURSUANT TO RULE 424(B) (3)
 REGISTRATION NO. 333-86194

\$900,000,000

OMNICOM GROUP INC.
 Zero Coupon Zero Yield Convertible Notes Due 2032

PROSPECTUS SUPPLEMENT DATED AUGUST 12, 2003
 TO PROSPECTUS DATED JUNE 3, 2002

The selling securityholders table on pages 32-33 of the prospectus is hereby further amended to update the information to include the following entity as a selling securityholder in the prospectus and to list its total amount of Zero Coupon Zero Yield Convertible Notes due 2032:

| NAME | AGGREGATE PRINCIPAL AMOUNT OF NOTES AT MATURITY THAT MAY BE SOLD | PERCENTAGE OF NOTES OUTSTANDING | COMMON STOCK OWNED PRIOR TO CONVERSION |
|-----------------------------------------------|------------------------------------------------------------------------------|---------------------------------------|-------------------------------------------------|
| ----- | ----- | ----- | ----- |
| Merrill Lynch International Limited(2) (3) | \$10,000,000 | 1.1% | -- |

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- (1) Assumes conversion of all the holder's notes at a conversion rate of 9.09 shares of common stock per \$1,000 principal amount at maturity of the notes. However, this conversion rate will be subject to adjustment as described under "Description of the Notes -- Conversion Rights." As a result, the amount of common stock issuable upon conversion of the notes may increase or decrease in the future.
 - (2) This selling securityholder was previously listed as holding \$40,000,000 of the notes. This information supersedes all prior information regarding Merrill Lynch International Limited.
 - (3) Merrill Lynch, Pierce Fenner & Smith Incorporated has advised us that it is not aware of any position, office or directorship relationship with Omnicom or its affiliates. However, Merrill Lynch has advised us that it may have from time to time acted in a financial investment advisory capacity to Omnicom.

The preceding table has been prepared based upon information furnished to us by the selling securityholders 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 securityholders may change over time. Any changed information will be set forth in supplements of amendments to this prospectus.