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OMNICOM GROUP INC
Form 424B3
December 08, 2003

FILED PURSUANT TO RULE 424(B) (3)
REGISTRATION NO. 333-108611

\$600,000,000

OMNICOM GROUP INC.
Zero Coupon Zero Yield Convertible Notes Due 2033

PROSPECTUS SUPPLEMENT DATED DECEMBER 8, 2003
TO PROSPECTUS DATED NOVEMBER 5, 2003

The selling securityholders table on pages 33-34 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 respective amounts of Zero Coupon Zero Yield Convertible Notes due 2033:

| NAME | AGGREGATE PRINCIPAL AMOUNT OF NOTES AT MATURITY THAT MAY BE SOLD | PERCENTAGE OF NOTES OUTSTANDING | COMMON STOCK OWNED PRIOR TO CONVERSION |
|--|--|---------------------------------------|---|
| ADI Alternative Investments c/o Kallista Master Fund | \$11,500,000 | 1.92 | -- |
| Advisory Convertible Arbitrage Fund (I) L.P. | 1,000,000 | * | -- |
| Akanthos Arbitrage Master Fund, L.P. (2) | 12,500,000 | 2.08 | -- |
| Canadian Imperial Holdings Inc. (3) | 15,000,000 | 2.50 | -- |
| Clinton Riverside Convertible Portfolio Limited (4) | 8,220,000 | 1.37 | -- |
| Credit Lyonnais Securities (USA) Inc. | 7,500,000 | 1.25 | -- |
| Goldman Sachs & Co. (5) | 15,000,000 | 2.50 | 43,874 |
| KBC Financial Products (Cayman Islands) Ltd. | 20,000,000 | 3.33 | -- |
| KBC Financial Products USA Inc. | 3,880,000 | * | -- |
| Man Convertible Bond Master Fund, Ltd. | 7,977,000 | 1.33 | -- |
| ManMAC2 Limited | 5,880,000 | * | -- |
| Oppenheimer Convertible Securities Fund | 4,000,000 | * | -- |
| St. Thomas Trading, Ltd. | 14,023,000 | 2.34 | -- |
| Teachers Insurance and Annuity Association of America (6) | 25,000,000 | 4.17 | -- |
| Wachovia Capital Markets LLC | 15,000,000 | 2.50 | -- |

* Less than 1%

(1) Assumes conversion of all the holder's notes at a conversion rate of 9.7087 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 7,500,000 of notes. This information supercedes all prior information regarding Akanthos Arbitrage Master Fund, L.P.

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- (3) This selling securityholder was previously listed as holding 12,500,000 of notes. This information supercedes all prior information regarding Canadian Imperial Holdings Inc.
- (4) This selling securityholder was previously listed as holding 6,845,000 of notes. This information supercedes all prior information regarding Clinton Riverside Convertible Portfolio Limited.
- (5) Goldman Sachs & Co. was one of the initial purchasers of the notes. Additionally, Goldman Sachs & Co. owns \$4,450,000 aggregate principal amount of Omnicom Group Inc.'s Liquid Yield Option Notes due 2031 and \$2,228,000 aggregate principal amount of Omnicom Group Inc.'s Zero Coupon Zero Yield Convertible Notes due 2032. The 2031 Notes are convertible into 40,450 shares of Omnicom Group Inc.'s common stock and the 2032 Notes are convertible into 20,252 shares of Omnicom Group Inc.'s common stock. Goldman Sachs & Co. also holds options to purchase an additional 21,300 shares of Omnicom Group Inc.'s common stock.
- (6) This selling securityholder was previously listed as holding \$15,000,000 of the notes. This information supersedes all prior information regarding Teachers Insurance and Annuity Association of America.

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.