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OMNICOM GROUP INC

Form 424B3

June 14, 2002

PROSPECTUS SUPPLEMENT

(To Prospectus Dated June 3, 2002)

Filed Pursuant to Rule 424(b)(3)
Registration Statement No. 333-86194

\$900,000,000

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

This prospectus supplement relates to the resale by the selling securityholders of Zero Coupon Zero Yield Convertible Notes due 2032 of Omnicom Group Inc. and the shares of common stock issuable upon the conversion and/or redemption of the notes.

This prospectus supplement should be read in conjunction with the prospectus dated June 3, 2002, which is to be delivered with this prospectus supplement. All capitalized terms used but not defined in the prospectus supplement shall have the meanings given to them in the prospectus.

The following information replaces in its entirety the information provided in the prospectus under the caption "Selling Securityholders."

SELLING SECURITYHOLDERS

The notes were originally issued by us and sold to J.P. Morgan Securities Inc., Goldman Sachs & Co. and Salomon Smith Barney Inc., to whom we refer elsewhere as the "initial purchasers," in a transaction exempt from the registration requirements of the federal securities laws. The initial purchasers resold the notes to persons reasonably believed by them to be "qualified institutional buyers" as defined by Rule 144A under the Securities Act. The selling securityholders, which term includes their transferees, pledgees, donees or successors, may from time to time offer and sell pursuant to this prospectus, as amended or supplemented, any and all of the notes and the shares of common stock issuable upon conversion and/or redemption of the notes.

Set forth below are the names of each selling securityholder, the principal amount of notes that may be offered by such selling securityholder pursuant to this prospectus, as amended or supplemented, and the number of shares of common stock into which such notes are convertible, each to the extent known to us as of the date of this prospectus. Unless set forth below, none of the selling securityholders has had a material relationship with us or any of our predecessors or affiliates within the past three years.

The following table sets forth certain information received by us on or prior to June 13, 2002. However, any or all of the notes or common stock listed below may be offered for sale pursuant to this prospectus, as amended or supplemented, by the selling securityholders from time to time. Accordingly, no estimate can be given as to the amounts of notes or common stock that will be held by the selling securityholders upon consummation of any such sales. In addition, the selling securityholders identified below may have sold, transferred or otherwise disposed of all or a portion of their notes since the date on which the information regarding their notes was provided, in transactions exempt from the registration requirements of the Securities Act.

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Name	Aggregate Principal Amount of Notes at Maturity that may be Sold	Percentage of Notes Outstanding	Common Stock Owned Prior to Conversion
AIG DKR SoundShore Holdings Ltd.	\$ 9,200,000	1.0%	--
AIG DKR SoundShore Opportunity Holding Fund Ltd.	6,120,000	*	--
AIG DKR SoundShore Strategic Holding Fund Ltd.	4,680,000	*	--
Alpha U.S. Sub Fund VIII, LLC	2,000,000	*	--
Alta Partners Holdings, LDC	30,000,000	3.3%	--
American Pioneer Life Insurance Company of New York	80,000	*	--
American Progressive Life and Health Insurance Company of New York	80,000	*	--
American Public Entity Excess Pool	80,000	*	--
Amerisure Mutual Insurance Company	400,000	*	--
Argent Classic Convertible Arbitrage Fund L.P. ..	2,925,000	*	--
Argent Classic Convertible Arbitrage Fund (Bermuda) Ltd.	5,000,000	*	--
Argent LowLev Convertible Arbitrage Fund LLC	500,000	*	--
Argent LowLev Convertible Arbitrage Fund Ltd. ...	7,580,000	*	--
Aristeia International Limited	28,875,000	3.2%	--
Aristeia Trading LLC	8,625,000	*	--
B.G.I. Global Investors c/o Forest Investment Mngt L.L.C.	167,000	*	--
BMO Nesbitt Burns Inc.	8,000,000	*	--
CDC IXIS Paris	10,000,000	1.1%	400
Celina Mutual Insurance Company	20,000	*	--
Central States Health and Life Company of Omaha	210,000	*	--
Credit Suisse First Boston Europe Ltd.	19,400,000	2.2%	--
CSA Fraternal Life Insurance Company	120,000	*	--
Dakota Truck Underwriters	20,000	*	--
Deephaven Domestic Convertible Trading Ltd.	78,000,000	8.7%	--
Deutsche Bank Securities Inc.	15,600,000	1.7%	--
Forest Alternative Strategies, II	133,000	*	--
Forest Fulerum Fund L.L.P.	2,667,000	*	--
Forest Global Convertible Fund Series A-5	1,700,000	*	--
Gaia Offshore Master Fund Ltd.	11,700,000	1.3%	--
Global Bermuda Limited Partnership	14,000,000	1.6%	--
HBK Master Fund L.P.	5,000,000	*	--
Innovest Finanzdienstleistungs AG	545,000	*	--
JMG Convertible Investments, LP	10,000,000	1.1%	--
JMG Triton Offshore Fund, Ltd.	20,000,000	2.2%	--
JP Morgan Securities Inc.	58,540,000	6.5%	--
KBC Financial Products USA Inc.	5,750,000	*	--
Lakeshore International, Ltd.	56,000,000	6.2%	--
Lincoln Heritage Life Insurance Company	40,000	*	--
LLT Limited	600,000	*	--
Lyxor Master Fund c/o Forest Investment Mngt L.L.C.	9,333,000	1.0%	--
Lyxor Master Fund	1,800,000	*	--
Lyxor Master Fund Ref: Argent/LowLev CB	1,000,000	*	--
Main Street America Assurance Company	400,000	*	--
Marquette Indemnity and Life Insurance Company	80,000	*	--

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Merrill Lynch International Limited(2)	40,000,000	4.4%	--
Michigan Mutual Insurance Co.	900,000	*	--
Michigan Professional Insurance Exchange	60,000	*	--
Midwest Security Life	240,000	*	--
MLQA Convertible Securities Arbitrage, Ltd.	5,000,000	*	--
Morgan Stanley & Co.	70,000,000	7.8%	--
Mutual Protective Insurance Company	900,000	*	--
National Mutual Insurance Company	30,000	*	--
NCMIC	470,000	*	--
New Era Life Insurance Company	50,000	*	--
Nicholas Applegate Investment Grade Convertible .	15,000	*	--
Oak Casualty Insurance Company	40,000	*	--
Onyx Fund Holdings, LDC	18,000,000	2.0%	--
Oklahoma Attorneys Mutual Insurance Company	10,000	*	--
Phico Insurance Company	550,000	*	--
Physicians Mutual Insurance Company	550,000	*	--
Physicians Life Insurance Company	250,000	*	--
Pioneer Insurance Company	80,000	*	--
Premera Blue Cross	1,150,000	*	--
R(2) Investments, LDC	55,000,000	6.1%	--
RBC Capital Services Inc. c/o Forest Investment Mngt L.L.C.	133,000	*	--
Relay 11 Holdings c/o Forest Investment Mngt L.L.C.	3,000,000	*	--
Salomon Smith Barney Inc.	27,645,000	3.1%	--
Scor Life RE Convertible	120,000	*	--
Sylvan (IMA) Ltd. c/o Forest Investment Mngt L.L.C.	2,000,000	*	--
Standard Mutual Insurance Company	220,000	*	--
State National Insurance Company	90,000	*	--
Texas Hospital Insurance Exchange	20,000	*	--
Transguard Insurance Company of America, Inc. ...	750,000	*	--
Tribeca Investments L.L.C.	18,000,000	2.0%	--
Tuscarora Wayne Mutual Insurance Company	20,000	*	--
UBS O'Connor LLC F/B/O UBS Global Equity Arbitrage Master Ltd.	26,750,000	3.0%	--
UBS O'Connor LLC F/B/O O'Connor Global Convertible Portfolio	1,750,000	*	--
United National Insurance Company	200,000	*	--
VESTA-WEX Insurance Exchange IASA	150,000	*	--
Western Home Insurance Company	170,000	*	--
Westward Life Insurance Company	150,000	*	--
West Virginia Fire Insurance Company	10,000	*	--
Wisconsin Lawyers Mutual Insurance Company	190,000	*	--
Wisconsin Mutual Insurance Company	100,000	*	--
World Insurance Company	400,000	*	--
Zurich Master Hedge Fund c/o Forest Investment Mngt L.L.C.	267,000	*	--
Zurich Institutional Benchmark Master Fund Ltd. .	500,000	*	--
All other holders of notes or future transferees, pledges, donees or successors of any such holders(2) (3)	187,100,000	20.8%	--
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Total(4)	\$900,000,000	100.00%	400
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* Less than 1%

(1) Assumes conversion of all of the holder's notes at a conversion rate of 9.09 shares of common stock per \$1,000 principal amount at maturity of the

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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) 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.
- (3) Information about other selling securityholders will be set forth in prospectus supplements, if required.
- (4) Assumes that any other holders of notes, or any future transferees, pledgees, donees or successors of or from any such other holders of notes, do not beneficially own any common stock other than the common stock issuable upon conversion of the notes at the initial conversion rate.
- (5) Amounts may not sum due to rounding.

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 future prospectus supplements.

The date of this Prospectus Supplement is June 14, 2002.