

Edgar Filing: OMNICOM GROUP INC - Form 424B3

OMNICOM GROUP INC  
 Form 424B3  
 September 13, 2002

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 SEPTEMBER 13, 2002  
 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 entities as selling securityholders in the prospectus and to list their total respective amounts 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
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Deutsche Bank AG-London	\$ 8,000,000	*	--
Deutsche Bank Securities Inc.(2)	33,800,000	3.8%	--

\* Less than 1%

- (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 \$15,600,000 of the notes. This information supersedes all prior information regarding Deutsche Bank Securities Inc.

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.