OMNICOM GROUP INC
Form 424B3
March 29, 2001

PROSPECTUS SUPPLEMENT
(To Prospectus Dated February 26, 2001)

Filed Pursuant to Rule 424(b)(3)
Registration Statement No. 333-55386

$850,000,000

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

This prospectus supplement relates to the resale by the selling securityholders of Liquid Yield Option(TM) Notes (Zero Coupon -- Senior) due 2031 (the "LYONs") of Omnicom Group Inc. and the shares of common stock issuable upon the conversion and/or redemption of the LYONs.

This prospectus supplement should be read in conjunction with the prospectus dated February 26, 2001, 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 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 LYONs were originally issued by us and sold by Merrill Lynch, Pierce, Fenner & Smith Incorporated in a transaction exempt from the registration requirements of the Securities Act to persons reasonably believed by Merrill Lynch 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 LYONs and the shares of common stock issuable upon conversion and/or redemption of the LYONs.

Set forth below are the names of each selling securityholder, the principal amount of LYONs 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 LYONs are convertible. 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 March 28, 2001. However, any or all of the LYONs 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 LYONs 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 LYONs since the date on which the information regarding their LYONs was provided, in transactions exempt from the registration requirements of the Securities Act.

Name	Aggregate Principal Amount of LYONs at Maturity that may be Sold	Percentage of LYONs Outstanding	Ben Own to
AAM/Zazove Institutional Income Fund L.P. (BS)	$ 1,000,000	*	
AFTRA Health Fund	400,000	*	
AIG SoundShore Holdings Ltd.	6,451,000	*	
AIG SoundShore Opportunity Holding Fund Ltd.	7,328,000	*	
AIG SoundShore Strategic Holding Fund Ltd.	4,221,000	*	
Allstate Insurance Company	1,700,000	*	85
Allstate Life Insurance Company	2,300,000	*	85
American Country Insurance Company	600,000	*	
American Founders Life Insurance Company	100,000	*	
American Pioneer Life Ins. Co. of New York	90,000	*	
American Progressive Life and Health Ins. Co. of New York	90,000	*	
American Public Entity Excess Pool	60,000	*	
AmWest Surety Insurance Company	270,000	*	
Arpeggio Fund, L.P.	1,000,000	*	
Baltimore Life Insurance Company	300,000	*	
BCS Life Insurance Company	650,000	*	
Bear, Stearns & Co., Inc.	2,500,000	*	
Brown & Williamson Tobacco Master Retirement Trust	100,000	*	
Buckeye State Mutual Insurance Company	30,000	*	

Name	Aggregate Principal Amount of LYONs at Maturity that may be Sold	Percentage of LYONs Outstanding	Com Ben Own to
Catholic Mutual Relief Society of America	500,000	*	
Catholic Mutual Relief Society of America Retirement Plan & Trust	300,000	*	
Catholic Relief Insurance Company of America	600,000	*	
Celina Mutual Insurance Company	25,000	*	
Central States Health & Life Company of Omaha	220,000	*	
Chicago Mutual Insurance Company	70,000	*	
Chrysler Insurance Company	4,000,000	*	
Colonial Life Insurance Company of Texas	25,000	*	
Commonwealth Dealers - CDLIC	200,000	*	
Concord Life Insurance Company	140,000	*	
Condor Insurance Company	180,000	*	
CSA Fraternal Life Insurance Company	130,000	*	
Cumberland Mutual Fire Insurance Company	220,000	*	
Dakota Truck Underwriters	25,000	*	
D.E. Shaw Investments, L.P.	800,000	*	
D.E. Shaw Valence, L.P.	3,200,000	*	
Educators Mutual Life Insurance Company	250,000	*	
Farmers Home Mutual Insurance Company	450,000	*	
Federated Rural Electric Insurance Exchange	360,000	*	
First Dakota Indemnity Company	20,000	*	
First Mercury Insurance Company	620,000	*	
First Union National Bank	21,000,000	2.47%	

Forest Alternative Strategies Fund II LP A5M	150,000	*
Forest Fulcrum Fund L.P.	1,200,000	*
Forest Global Convertible Fund A5	5,850,000	*
Fort Dearborn Life Insurance Company	250,000	*
Gaia Offshore Master Fund Ltd.	12,500,000	1.47%
GLG Global Convertible Fund	1,650,000	*
GLG Global Convertible Ucits Fund	350,000	*
GLG Market Neutral Fund	2,500,000	*
Goodville Mutual Casualty Company	50,000	*
Grain Dealers Mutual Insurance	160,000	*
Green Tree Perpetual Assurance Company	300,000	*
Guaranty Income Life Insurance Company	450,000	*
Guarantee Trust Life Insurance Company	1,000,000	*
Hamilton Partners Limited	20,000,000	2.35%
Hannover Life Reassurance Company of America	500,000	*
HFR Master Fund LTD	200,000	*
HighBridge International LLC	30,000,000	3.53%
Holy Family Society	90,000	*
IMF Convertible Fund	700,000	*
Integrity Mutual Insurance Company	300,000	*
Investcorp - SAM Fund Ltd.	3,200,000	*
ISBA Mutual Insurance Company	225,000	*
Kanawha Insurance Company	250,000	*
KBC Financial Products USA	2,000,000	*
Landmark Life Insurance Company	60,000	*
Lebanon Mutual Insurance Company	100,000	*
LLT Limited	400,000	*
Loyal Christian Benefit Association	80,000	*
Lyxor Master Fund, c/o Forest Investment Management L.L.C	1,600,000	*
Mainstay Convertible Fund	7,000,000	*
Mainstay VP Convertible Portfolio	1,600,000	*
Marquette Indemnity and Life Insurance Comp	80,000	*
Medico Life Insurance Company	800,000	*
Medmare Insurance Company	500,000	*
Merrill Lynch, Pierce, Fenner & Smith Incorporated(2)	53,350,000	6.28%
Michigan Professional Insurance Exchange	110,000	*
Mid America Life Insurance Company	100,000	*
Middle Cities Risk Management Trust	200,000	*
Midwest Security Life	280,000	*
Morgan Stanley & Co. Incorporated(3)	15,000,000	1.76%
MSC Life	50,000	*

Name	Aggregate Principal Amount of LYONs at Maturity that may be Sold	Percentage of LYONs Outstanding	Com Ben Own to
Mutual Protective Insurance Company	1,100,000	*	
National Mutual Insurance Company	30,000	*	
NCMIC	500,000	*	
New Era Life Insurance Company	300,000	*	
New York Life Separate Account #7	900,000	*	
Nomura Securities International, Inc.	15,000,000	1.76%	307

Oak Casualty Insurance Company	40,000	*	
Onyx Fund Holdings, LDC	12,000,000	1.41%	
PHICO Insurance Company	600,000	*	
Physicians Mutual Insurance Company	600,000	*	
Pioneer Insurance Company	80,000	*	
Premera Blue Cross	1,500,000	*	
R2 Investments, LDC	122,000,000	14.35%	
Republic Mutual Insurance Company	15,000	*	
Rhapsody Fund, LP.	3,700,000	*	
Royal Bank of Canada	6,000,000	*	95
Sagamore Hill Hub Fund Ltd.	14,500,000	1.71%	
Salomon Smith Barney Inc.	3,000,000	*	
SAM Investments LDC	50,000,000	5.88%	
San Diego County Employees Retirement Association	2,800,000	*	
St. Albans Partners Ltd.	13,000,000	1.53%	
Standard Mutual Insurance Company	300,000	*	
State National Insurance Company	120,000	*	
Sylvan IMA Ltd., c/o Forest Investment Management L.L.C	800,000	*	
Texas Builders Insurance Company	120,000	*	
Texas Hospital Insurance Exchange	25,000	*	
Transguard Insurance Company of America, Inc.	900,000	*	
Tribeca Investments LLC	25,000,000	2.94%	
United National Insurance Company	850,000	*	
Western Home Insurance Company	180,000	*	
West Virginia Fire Insurance Company	10,000	*	
Westward Life Insurance Company	180,000	*	
White River Securities L.L.C	2,500,000	*	
Wisconsin Lawyers Mutual Insurance company	200,000	*	
Wisconsin Mutual Insurance Company	140,000	*	
World Insurance Company	250,000	*	
All other holders of LYONs or future transferees, pledgees, donees or successors of any such holders(4)(5)	343,050,000	52.56%	
Total	$850,000,000	100.00%	572

* Less than 1%

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(1) Assumes conversion of all of 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 LYONs may increase or decrease in the future.

(2) Merrill Lynch, Pierce, Fenner & Smith Incorporated was the initial purchaser in the private placement on February 7, 2001 in which the LYONs were originally issued. Merrill Lynch has advised us that it is not aware of any position, office or directorship relationship that it has had 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) Morgan Stanley & Co. Incorporated was the initial purchaser in the offering of $230,000,000 aggregate principal amount of 2 1/4% convertible subordinated debentures due 2013 on January 6, 1998 by Omnicom.

(4) Information about other selling securityholders will be set forth in

prospectus supplements, if required.

(5) Assumes that any other holders of LYONs, or any future transferees, pledgees, donees or successors of or from any such other holders of LYONs, do not beneficially own any common stock other than the common stock issuable upon conversion of the LYONs at the initial conversion rate.

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 LYONs and common stock may rest with certain holders thereof not named in the preceding table, with whom we believe we have no affiliation. Information about the selling securityholders may change from over time. Any changed information will be set forth in prospectus supplements.

The date of this Prospectus Supplement is March 29, 2001.

(TM) Trademark of Merrill Lynch & Co., Inc.