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AGENCY COM LTD
Form SC 13D/A
May 04, 2001

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 13D/A
Under the Securities Exchange Act of 1934
(Amendment No. 3)

Agency.com Ltd.

(Name of Issuer)

Common Stock, \$.001 par value

(Title and Class of Securities)

008447104

(CUSIP Number)

Barry J. Wagner, Esq.
General Counsel
Omnicom Group Inc.
437 Madison Avenue
New York, New York 10022
(212) 415-3600

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

May 2, 2001

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box .

(Page 1 of 4 Pages)

CUSIP NO. 008447104

SCHEDULE 13D/A

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1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

Omnicom Group Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3 SEC USE ONLY

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4 SOURCE OF FUNDS

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS
IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

New York

NUMBER OF	7	SOLE VOTING POWER	None
SHARES	8	SHARED VOTING POWER	None
BENEFICIALLY	9	SOLE DISPOSITIVE POWER	None
OWNED BY EACH	10	SHARED DISPOSITIVE POWER	None
REPORTING			
PERSON WITH			

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

None

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)
EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0%

14 TYPE OF REPORTING PERSON*

CO

SEE INSTRUCTIONS BEFORE FILLING OUT!

(Page 2 of 4 Pages)

This amendment (the "Amendment") amends and supplements the information set forth in the Statement on Schedule 13D filed by Omnicom Group Inc. ("Omnicom") on February 10, 2000 (as previously amended, the "Statement") relating to common stock of Agency.com Ltd. ("Agency.com"). In addition to Items specifically amended and supplemented by this Amendment, each Item of the Statement to which the information set forth herein is relevant is amended thereby.

Item 5. Interest in Securities of the Issuer.

On May 2, 2001, Omnicom contributed the capital stock of its Communicade subsidiary and certain other assets to Seneca Investments LLC ("Seneca") and received a preferred stock interest in Seneca. The common stock in Seneca is owned by an unaffiliated entity; the preferred stock beneficially owned by Omnicom is not convertible into common stock and does not vote in the election of Seneca directors. Accordingly, Omnicom's beneficial ownership has decreased below 5% of Agency.com's outstanding common shares.

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SIGNATURE

After reasonable inquiry and to the best of the undersigned's knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct and agrees that this Statement may be filed on behalf of the undersigned by Omnicom Group Inc.

OMNICOM GROUP INC.

By: /s/ RANDALL J. WEISENBURGER

Executive Vice President

May 3, 2001

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