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RAZORFISH INC
Form SC 13G/A
May 04, 2001

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G/A
(Rule 13d-102)
(Amendment No. 2)

Exit Filing

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b), (c), AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2(b)

RAZORFISH, INC.
(Name of Issuer)

CLASS A COMMON STOCK, \$.01 PAR VALUE
(Title of Class of Securities)

755236106
(CUSIP Number)

May 2, 2001
(Date of Event which Requires Filing of This Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule
is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

(Page 1 of 5)

CUSIP No. 755236106	13G/A	Page 2 of 5 Pages
1 NAME OF REPORTING PERSONS		
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)		
Omnicom Group Inc.		
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP		
(a) <input type="checkbox"/>		
(b) <input type="checkbox"/>		
3 SEC USE ONLY		
4 CITIZENSHIP OR PLACE OF ORGANIZATION		
New York		

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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER	None.
	6	SHARED VOTING POWER	None.
	7	SOLE DISPOSITIVE POWER	None.
	8	SHARED DISPOSITIVE POWER	None.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

None.

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0%

12 TYPE OF REPORTING PERSON*

CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

(Page 2 of 5)

Item 1(a) Name of Issuer:

Razorfish Inc. ("Razorfish")

Item 1(b) Address of Issuer's Principal Executive Offices:

107 Grand Street, 3rd Floor
New York, New York 10013

Item 2(a) Name of Persons Filing:

Omnicom Group Inc. ("Omnicom"). The nominal owners of
Razorfish's common shares to which this Schedule 13G relates
were wholly owned subsidiaries of Omnicom, but only Omnicom had
actual voting or dispositive power with respect to such shares.

Item 2(b) Address of Principal Business Office or, if None, Residence:

Omnicom Group Inc.
437 Madison Avenue
New York, New York 10022

Item 2(c) Citizenship:

New York

Item 2(d) Title of Class of Securities:

Class A Common Stock, \$.01 par value

Item 2(e) CUSIP Number:

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755236106

- Item 3 If This Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a:
- CO
- Item 4 Ownership.
- | | |
|---|----|
| (a) Amount beneficially owned: | 0 |
| (b) Percent of Class: | 0% |
| (c) Number of shares as to which such person has: | |
| (i) Sole power to vote or to direct the vote | 0 |
| (ii) Shared power to vote or to direct the vote | 0 |

(Page 3 of 5)

- | | |
|--|---|
| (iii) Sole power to dispose/direct the disposition of | 0 |
| (iv) Shared power to dispose/direct the disposition of | 0 |

- Item 5 Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [x].

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 Razorfish's outstanding common shares.

- Item 6 Ownership of More than Five Percent on Behalf of Another Person.

Not applicable

- Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Not applicable

- Item 8 Identification and Classification of Members of the Group.

Not applicable

- Item 9 Notice of Dissolution of Group.

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Not applicable

Item 10

Certifications.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in my transaction having that purpose or effect.

(Page 4 of 5)

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

OMNICOM GROUP INC.

By: /s/ RANDALL J. WEISENBURGER

Executive Vice President

May 3, 2001

(Page 5 of 5)