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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)