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OMNICOM GROUP INC

Form 424B3

June 28, 2002

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 June 27, 2002. 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.

| Aggregate Principal Amount<br>of LYONS at Maturity | Percentage<br>of LYONS |
|--|------------------------|
|--|------------------------|

| Com<br>Ben<br>Own |
|-------------------|
|-------------------|

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| Name   | that may be Sold | Outstanding | to |
|--|------------------|-------------|----|
| AAM/Zazove Institutional Income Fund L.P. (BS) ....                | \$ 1,000,000     | *           |    |
| AFTRA Health Fund .....  | 475,000          | *           |    |
| 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        | *           |    |
| Allgemeine Pensionskasse Der Swissair Group .....                  | 700,000          | *           |    |
| 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<br>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          | *           |    |
| Bankers Life Insurance Company of New York .....                   | 65,000           | *           |    |
| BCS Life Insurance Company .....                                   | 650,000          | *           |    |
| Beamtenversicherungs-kasse Des Kantons Zurich .....                | 5,150,000        | *           |    |
| Bear, Stearns & Co., Inc. ....                                     | 2,500,000        | *           |    |
| BNP PARIBAS .....  | 65,500,000       | 7.7%        |    |
| Brown & Williamson Tobacco Master<br>Retirement Trust .....        | 100,000          | *           |    |
| Buckeye State Mutual Insurance Company .....                       | 30,000           | *           |    |

| Name   | Aggregate Principal Amount<br>of LYONs at Maturity<br>that may be Sold | Percentage<br>of LYONs<br>Outstanding | Com<br>Ben<br>Own<br>to |
|--|--|---------------------------------------|-------------------------|
| Catholic Mutual Relief Society of America .....                            | 500,000  | *                                     |                         |
| Catholic Mutual Relief Society of America<br>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  | *                                     |                         |
| Cheyne Capital Management Limited .....                                    | 5,000,000  | *                                     |                         |
| Chicago Mutual Insurance Company .....                                     | 70,000   | *                                     |                         |
| Chrysler Insurance Company .....   | 4,000,000  | *                                     |                         |
| The Class IC Company, Ltd. ....  | 2,000,000  | *                                     |                         |
| Colonial Life Insurance Company of Texas .....                             | 25,000   | *                                     |                         |
| Commonwealth Dealers - CDLIC .....   | 200,000  | *                                     |                         |
| Concord Life Insurance Company .....                                       | 140,000  | *                                     |                         |
| Condor Insurance Company .....   | 180,000  | *                                     |                         |
| Continental Assurance Company Separate Account (E).                        | 2,800,000  | *                                     |                         |
| Continental Casualty Company .....   | 16,200,000   | 1.9%                                  |                         |
| Credit Suisse First Boston Corporation .....                               | 200,000  | *                                     |                         |
| 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  | *                                     |                         |

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|   |            |      |
|---|------------|------|
| 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    | *    |
| Fidelity Financial Trust: Fidelity Convertible<br>Securities Fund ..... | 6,000,000  | *    |
| First Dakota Indemnity Company .....                                    | 20,000     | *    |
| First Mercury Insurance Company .....                                   | 620,000    | *    |
| First Union National Bank .....   | 21,000,000 | 2.5% |
| 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 | 1.5% |
| Gemini Sammelstiftung Zur Forderung Der<br>Personalvor-Sorge .....      | 200,000    | *    |
| GLG Global Convertible Fund .....                                       | 1,650,000  | *    |
| GLG Global Convertible Ucits Fund .....                                 | 350,000    | *    |
| GLG Market Neutral Fund .....   | 2,500,000  | *    |
| Goldman Sachs and Company .....   | 10,550,000 | 1.2% |
| 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 | 2.4% |
| Hannover Life Reassurance Company of America .....                      | 500,000    | *    |
| HFR Master Fund LTD .....   | 200,000    | *    |
| HighBridge International LLC .....                                      | 30,000,000 | 3.5% |
| Holy Family Society .....   | 90,000     | *    |
| IL Annuity & Insurance Company .....                                    | 2,935,000  | *    |
| IMF Convertible Fund .....  | 700,000    | *    |
| Indiana Lumbermen Mutual Insurance .....                                | 500,000    | *    |
| Integrity Mutual Insurance Company .....                                | 300,000    | *    |
| Investcorp - SAM Fund Ltd. ....   | 3,200,000  | *    |
| ISBA Mutual Insurance Company .....                                     | 225,000    | *    |
| Jefferies & Co. Inc. ....   | 9,000,000  | 1.1% |
| Jeffries Umbrella Fund Global Convertible Bonds ...                     | 1,420,000  | *    |
| J.P. Morgan Securities, Inc. ....                                       | 39,000,000 | 4.6% |
| 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<br>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     | *    |
| McMahan Securities Co. L.P. ....  | 100,000    | *    |
| Medico Life Insurance Company .....                                     | 800,000    | *    |
| Medmare Insurance Company .....   | 500,000    | *    |
| Merrill Lynch Investment Managers -<br>Quantitative Advisors .....      | 20,000,000 | 2.4% |
| Merrill Lynch, Pierce, Fenner & Smith<br>Incorporated(2) .....          | 81,475,000 | 9.6% |
| 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) .....                              | 20,000,000 | 2.4% |

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MSC Life ..... 50,000 \*

| Name   | Aggregate Principal Amount<br>of LYONS at Maturity<br>that may be Sold | Percentage<br>of LYONS<br>Outstanding | Com<br>Ben<br>Own<br>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   | 1.8%                                  | 307                     |
| Oak Casualty Insurance Company .....                                       | 40,000   | *                                     |                         |
| Onyx Fund Holdings, LDC .....  | 12,000,000   | 1.4%                                  |                         |
| Pacific Life Insurance Company .....                                       | 1,000,000  | *                                     |                         |
| Pensionskasse Ciba Specialty Chemicals .....                               | 880,000  | *                                     |                         |
| Pensionskasse Der Antalis AG .....   | 130,000  | *                                     |                         |
| Pensionskasse Der Lonza AG .....   | 200,000  | *                                     |                         |
| Pensionskasse Der Rooknell Automation AG .....                             | 170,000  | *                                     |                         |
| Pensionskasse Vantico .....  | 200,000  | *                                     |                         |
| Personalfursorgestiftung Der Gebaudeversicherung<br>Des Kantons Bern ..... | 450,000  | *                                     |                         |
| Personalvorsorge Der PV Promea .....                                       | 250,000  | *                                     |                         |
| 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  | 14.4%                                 |                         |
| RAM Trading LTD .....  | 15,000,000   | 1.8%                                  |                         |
| 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   | 1.7%                                  |                         |
| Salomon Smith Barney Inc. ....   | 3,000,000  | *                                     |                         |
| SAM Investments LDC .....  | 50,000,000   | 5.9%                                  |                         |
| San Diego County Employees Retirement Association .                        | 2,800,000  | *                                     |                         |
| St. Albans Partners Ltd. ....  | 13,000,000   | 1.5%                                  |                         |
| Standard Mutual Insurance Company .....                                    | 300,000  | *                                     |                         |
| State National Insurance Company .....                                     | 120,000  | *                                     |                         |
| Sylvan IMA Ltd., c/o Forest Investment<br>Management L.L.C .....           | 800,000  | *                                     |                         |
| Texas Builders Insurance Company .....                                     | 120,000  | *                                     |                         |
| Texas Hospital Insurance Exchange .....                                    | 25,000   | *                                     |                         |
| TQA Master Plus Fund, Ltd. ....  | 1,000,000  | *                                     |                         |
| Transguard Insurance Company of America, Inc. ....                         | 900,000  | *                                     |                         |
| Tribeca Investments LLC .....  | 25,000,000   | 2.9%                                  |                         |
| UBS O'Connor LLC F/B/O UBS Global Equity<br>Arbitrage Master Ltd.....      | 17,000,000   | 2.0%                                  |                         |
| 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  | *                                     |                         |

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|  |               |  |         |
|--|---------------|--|---------|
| Wisconsin Mutual Insurance Company .....   | 140,000       |  | *       |
| World Insurance Company .....  | 250,000       |  | *       |
| All other holders of LYONs or future transferees,<br>pledgees, donees or successors of any such<br>holders (4) (5) ..... | 86,250,000    |  | 10.1%   |
| Total .....  | \$850,000,000 |  | 100.00% |
|  | =====         |  | =====   |

\* 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.

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The date of this Prospectus Supplement is June 28, 2002.

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