

Edgar Filing: OMNICOM GROUP INC - Form 424B3

OMNICOM GROUP INC
 Form 424B3
 October 25, 2002

FILED PURSUANT TO RULE 424(B) (3)
 REGISTRATION NO. 333-86194

\$900,000,000

OMNICOM GROUP INC.
 Zero Coupon Zero Yield Convertible Notes Due 2032

PROSPECTUS SUPPLEMENT DATED OCTOBER 25, 2002
 TO PROSPECTUS DATED JUNE 3, 2002

The selling securityholders table on pages 32-33 of the prospectus is hereby further amended to update the information to include the following entity as a selling securityholder in the prospectus and to list its total amount of Zero Coupon Zero Yield Convertible Notes due 2032:

| NAME | AGGREGATE PRINCIPAL AMOUNT OF NOTES AT MATURITY THAT MAY BE SOLD | PERCENTAGE OF NOTES OUTSTANDING | COMMON STOCK OWNED PRIOR TO CONVERSION |
|------------------------------------|--|---------------------------------------|---|
| ---- | ----- | ----- | ----- |
| Bear Stearns International Limited | \$20,000,000 | 2.2% | -- |

(1) Assumes conversion of all the holder's notes at a conversion rate of 9.09 shares of common stock per \$1,000 principal amount at maturity of the notes. However, this conversion rate will be subject to adjustment as described under "Description of the Notes -- Conversion Rights." As a result, the amount of common stock issuable upon conversion of the notes may increase or decrease in the future.

The preceding table has been prepared based upon information furnished to us by the selling securityholder named in the table. From time to time, additional information concerning ownership of the notes and common stock may be known by certain holders thereof not named in the preceding table, with whom we believe we have no affiliation. Information about the selling securityholder may change over time. Any changed information will be set forth in supplements of amendments to this prospectus.