

Edgar Filing: OMNICOM GROUP INC - Form 424B3

OMNICOM GROUP INC  
Form 424B3  
March 19, 2004

FILED PURSUANT TO RULE 424(B) (3)  
REGISTRATION NO. 333-108611

\$600,000,000

OMNICOM GROUP INC.  
OMNICOM CAPITAL INC.  
OMNICOM FINANCE INC.  
Zero Coupon Zero Yield Convertible Notes Due 2033

PROSPECTUS SUPPLEMENT DATED MARCH 19, 2004  
TO PROSPECTUS DATED NOVEMBER 5, 2003

The selling securityholders table on pages 33-34 of the prospectus is hereby further amended to update the information to include the following entities as selling securityholders in the prospectus and to list their total respective amounts of Zero Coupon Zero Yield Convertible Notes due 2033:

| NAME                                | AGGREGATE<br>PRINCIPAL AMOUNT<br>OF NOTES AT<br>MATURITY THAT<br>MAY BE SOLD | PERCENTAGE<br>OF NOTES<br>OUTSTANDING | C<br>S<br>OWNED<br>CON |
|-------------------------------------|------------------------------------------------------------------------------|---------------------------------------|------------------------|
| ----                                | -----                                                                        | -----                                 | -----                  |
| CC Convertible Arbitrage, Ltd.      | \$2,000,000                                                                  | *                                     |                        |
| Lyxor/Zola Fund Ltd.                | 2,000,000                                                                    | *                                     |                        |
| Zola Partners, LP                   | 1,500,000                                                                    | *                                     |                        |
| HSBC Trustee, Zola Management Trust | 500,000                                                                      | *                                     |                        |

-----  
\* Less than 1%

- (1) Assumes conversion of all the holder's notes at a conversion rate of 9.7087 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 securityholders 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 securityholders may change over time. Any changed information will be set forth in supplements of amendments to this prospectus.