

OMNICOM GROUP INC  
Form 10-K/A  
February 24, 2011

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**FORM 10-K/A**  
**Amendment No. 1**

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
FOR FISCAL YEAR ENDED DECEMBER 31, 2010

Commission File Number: 1-10551

**OMNICOM GROUP INC.**

(Exact name of registrant as specified in its charter)

New York 13-1514814  
(State or other (I.R.S.  
jurisdiction of Employer  
incorporation or Identification  
organization) No.)

437 Madison  
Avenue, New  
York, NY 10022  
(Address of  
principal  
executive  
offices) (Zip Code)

Registrant's telephone number, including area code: (212) 415-3600

Securities Registered Pursuant to Section 12(b) of the Act:

Name of each  
exchange on  
Title of each which  
class registered  
Common New York  
Stock, \$.15 Stock  
Par Value Exchange

Securities Registered Pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes

No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.

Yes

No

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Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding twelve months (or for such shorter period that the registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days.

Yes

No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate web site, if any, every interactive data file required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding twelve months (or for such shorter periods that the registrant was required to submit and post such files).

Yes

No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act): Yes ; No

Yes

No

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The aggregate market value of the voting and non-voting common stock held by non-affiliates as of June 30, 2010 was \$10,317,000,000.

As of February 15, 2011, 284,035,000 shares of Omnicom Common Stock, \$.15 par value, were outstanding.

Certain portions of Omnicom's definitive proxy statement relating to its annual meeting of shareholders scheduled to be held on May 24, 2011 are incorporated by reference into Part III of this report.

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**Explanatory Note**

The purpose of this Amendment No. 1 to our Annual Report on Form 10-K for the year ended December 31, 2010 ("Form 10-K"), as filed with the Securities and Exchange Commission ("SEC") on February 23, 2011, is to furnish Exhibit 101 Interactive Data File ( XBRL Exhibit ). The XBRL exhibit, was not accepted by the SEC on February 23, 2011 due to formatting issues related to underlines in the Interactive Data File preventing the exhibit s submission.

No other changes have been made to the Form 10-K other than the furnishing of the exhibit described above. This Amendment No. 1 does not reflect subsequent events occurring after the original filing date of the Form 10-K or modify or update in any way disclosures made in the Form 10-K.

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**SIGNATURES**

**Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.**

**OMNICOM GROUP INC.**

February 24, 2011

By:

/s/ PHILIP J. ANGELASTRO

**Philip J. Angelastro**  
Senior Vice President and  
Controller  
(Principal Accounting Officer)

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**EXHIBITS**

**Exhibit**

**101      Interactive Data File.**

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