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OMNICOM GROUP INC

Form 424B3

June 14, 2002

PROSPECTUS SUPPLEMENT

(To Prospectus Dated June 3, 2002)

Filed Pursuant to Rule 424(b)(3)  
Registration Statement No. 333-86194

\$900,000,000

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

This prospectus supplement relates to the resale by the selling securityholders of Zero Coupon Zero Yield Convertible Notes due 2032 of Omnicom Group Inc. and the shares of common stock issuable upon the conversion and/or redemption of the notes.

This prospectus supplement should be read in conjunction with the prospectus dated June 3, 2002, 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 to 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 notes were originally issued by us and sold to J.P. Morgan Securities Inc., Goldman Sachs & Co. and Salomon Smith Barney Inc., to whom we refer elsewhere as the "initial purchasers," in a transaction exempt from the registration requirements of the federal securities laws. The initial purchasers resold the notes to persons reasonably believed by them 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 notes and the shares of common stock issuable upon conversion and/or redemption of the notes.

Set forth below are the names of each selling securityholder, the principal amount of notes 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 notes are convertible, each to the extent known to us as of the date of this prospectus. 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 13, 2002. However, any or all of the notes 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 notes 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 notes since the date on which the information regarding their notes was provided, in transactions exempt from the registration requirements of the Securities Act.

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| Name  | Aggregate<br>Principal<br>Amount of<br>Notes at<br>Maturity that<br>may be Sold | Percentage of<br>Notes<br>Outstanding | Common Stock<br>Owned Prior<br>to Conversion |
|---|---|---------------------------------------|--|
| AIG DKR SoundShore Holdings Ltd. ....                                       | \$ 9,200,000  | 1.0%                                  | --   |
| AIG DKR SoundShore Opportunity Holding<br>Fund Ltd. ....                    | 6,120,000   | *                                     | --   |
| AIG DKR SoundShore Strategic Holding<br>Fund Ltd. ....                      | 4,680,000   | *                                     | --   |
| Alpha U.S. Sub Fund VIII, LLC .....   | 2,000,000   | *                                     | --   |
| Alta Partners Holdings, LDC .....   | 30,000,000  | 3.3%                                  | --   |
| American Pioneer Life Insurance Company of<br>New York .....                | 80,000  | *                                     | --   |
| American Progressive Life and Health Insurance<br>Company of New York ..... | 80,000  | *                                     | --   |
| American Public Entity Excess Pool .....                                    | 80,000  | *                                     | --   |
| Amerisure Mutual Insurance Company .....                                    | 400,000   | *                                     | --   |
| Argent Classic Convertible Arbitrage Fund L.P. ..                           | 2,925,000   | *                                     | --   |
| Argent Classic Convertible Arbitrage<br>Fund (Bermuda) Ltd. ....            | 5,000,000   | *                                     | --   |
| Argent LowLev Convertible Arbitrage Fund LLC ....                           | 500,000   | *                                     | --   |
| Argent LowLev Convertible Arbitrage Fund Ltd. ...                           | 7,580,000   | *                                     | --   |
| Aristeia International Limited .....  | 28,875,000  | 3.2%                                  | --   |
| Aristeia Trading LLC .....  | 8,625,000   | *                                     | --   |
| B.G.I. Global Investors c/o Forest Investment<br>Mngt L.L.C. ....           | 167,000   | *                                     | --   |
| BMO Nesbitt Burns Inc. ....   | 8,000,000   | *                                     | --   |
| CDC IXIS Paris .....  | 10,000,000  | 1.1%                                  | 400  |
| Celina Mutual Insurance Company .....                                       | 20,000  | *                                     | --   |
| Central States Health and Life Company of<br>Omaha .....                    | 210,000   | *                                     | --   |
| Credit Suisse First Boston Europe Ltd. ....                                 | 19,400,000  | 2.2%                                  | --   |
| CSA Fraternal Life Insurance Company .....                                  | 120,000   | *                                     | --   |
| Dakota Truck Underwriters .....   | 20,000  | *                                     | --   |
| Deephaven Domestic Convertible Trading Ltd. ....                            | 78,000,000  | 8.7%                                  | --   |
| Deutsche Bank Securities Inc. ....  | 15,600,000  | 1.7%                                  | --   |
| Forest Alternative Strategies, II .....                                     | 133,000   | *                                     | --   |
| Forest Fulerum Fund L.L.P. ....   | 2,667,000   | *                                     | --   |
| Forest Global Convertible Fund Series A-5 .....                             | 1,700,000   | *                                     | --   |
| Gaia Offshore Master Fund Ltd. ....   | 11,700,000  | 1.3%                                  | --   |
| Global Bermuda Limited Partnership .....                                    | 14,000,000  | 1.6%                                  | --   |
| HBK Master Fund L.P. ....   | 5,000,000   | *                                     | --   |
| Innovest Finanzdienstleistungs AG .....                                     | 545,000   | *                                     | --   |
| JMG Convertible Investments, LP .....                                       | 10,000,000  | 1.1%                                  | --   |
| JMG Triton Offshore Fund, Ltd. ....   | 20,000,000  | 2.2%                                  | --   |
| JP Morgan Securities Inc. ....  | 58,540,000  | 6.5%                                  | --   |
| KBC Financial Products USA Inc. ....  | 5,750,000   | *                                     | --   |
| Lakeshore International, Ltd. ....  | 56,000,000  | 6.2%                                  | --   |
| Lincoln Heritage Life Insurance Company .....                               | 40,000  | *                                     | --   |
| LLT Limited .....   | 600,000   | *                                     | --   |
| Lyxor Master Fund c/o Forest Investment<br>Mngt L.L.C. ....                 | 9,333,000   | 1.0%                                  | --   |
| Lyxor Master Fund .....   | 1,800,000   | *                                     | --   |
| Lyxor Master Fund Ref: Argent/LowLev CB .....                               | 1,000,000   | *                                     | --   |
| Main Street America Assurance Company .....                                 | 400,000   | *                                     | --   |
| Marquette Indemnity and Life Insurance<br>Company .....                     | 80,000  | *                                     | --   |

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|  |               |         |       |
|--|---------------|---------|-------|
| Merrill Lynch International Limited(2) .....   | 40,000,000    | 4.4%    | --    |
| Michigan Mutual Insurance Co. ....   | 900,000       | *       | --    |
| Michigan Professional Insurance Exchange .....   | 60,000        | *       | --    |
| Midwest Security Life .....  | 240,000       | *       | --    |
| MLQA Convertible Securities Arbitrage, Ltd. ....   | 5,000,000     | *       | --    |
| Morgan Stanley & Co. ....  | 70,000,000    | 7.8%    | --    |
| Mutual Protective Insurance Company .....  | 900,000       | *       | --    |
| National Mutual Insurance Company .....  | 30,000        | *       | --    |
| NCMIC .....  | 470,000       | *       | --    |
| New Era Life Insurance Company .....   | 50,000        | *       | --    |
| Nicholas Applegate Investment Grade Convertible .  | 15,000        | *       | --    |
| Oak Casualty Insurance Company .....   | 40,000        | *       | --    |
| Onyx Fund Holdings, LDC .....  | 18,000,000    | 2.0%    | --    |
| Oklahoma Attorneys Mutual Insurance Company ....   | 10,000        | *       | --    |
| Phico Insurance Company .....  | 550,000       | *       | --    |
| Physicians Mutual Insurance Company .....  | 550,000       | *       | --    |
| Physicians Life Insurance Company .....  | 250,000       | *       | --    |
| Pioneer Insurance Company .....  | 80,000        | *       | --    |
| Premera Blue Cross .....   | 1,150,000     | *       | --    |
| R(2) Investments, LDC .....  | 55,000,000    | 6.1%    | --    |
| RBC Capital Services Inc. c/o Forest Investment<br>Mngt L.L.C. ....  | 133,000       | *       | --    |
| Relay 11 Holdings c/o Forest Investment<br>Mngt L.L.C. ....  | 3,000,000     | *       | --    |
| Salomon Smith Barney Inc. ....   | 27,645,000    | 3.1%    | --    |
| Scor Life RE Convertible .....   | 120,000       | *       | --    |
| Sylvan (IMA) Ltd. c/o Forest Investment<br>Mngt L.L.C. ....  | 2,000,000     | *       | --    |
| Standard Mutual Insurance Company .....  | 220,000       | *       | --    |
| State National Insurance Company .....   | 90,000        | *       | --    |
| Texas Hospital Insurance Exchange .....  | 20,000        | *       | --    |
| Transguard Insurance Company of America, Inc. ...  | 750,000       | *       | --    |
| Tribeca Investments L.L.C. ....  | 18,000,000    | 2.0%    | --    |
| Tuscarora Wayne Mutual Insurance Company .....   | 20,000        | *       | --    |
| UBS O'Connor LLC F/B/O UBS Global Equity<br>Arbitrage Master Ltd. ....   | 26,750,000    | 3.0%    | --    |
| UBS O'Connor LLC F/B/O O'Connor Global<br>Convertible Portfolio .....  | 1,750,000     | *       | --    |
| United National Insurance Company .....  | 200,000       | *       | --    |
| VESTA-WEX Insurance Exchange IASA .....  | 150,000       | *       | --    |
| Western Home Insurance Company .....   | 170,000       | *       | --    |
| Westward Life Insurance Company .....  | 150,000       | *       | --    |
| West Virginia Fire Insurance Company .....   | 10,000        | *       | --    |
| Wisconsin Lawyers Mutual Insurance Company .....   | 190,000       | *       | --    |
| Wisconsin Mutual Insurance Company .....   | 100,000       | *       | --    |
| World Insurance Company .....  | 400,000       | *       | --    |
| Zurich Master Hedge Fund c/o Forest<br>Investment Mngt L.L.C. ....   | 267,000       | *       | --    |
| Zurich Institutional Benchmark Master Fund Ltd. .  | 500,000       | *       | --    |
| All other holders of notes or future transferees,<br>pledges, donees or successors of any such<br>holders(2) (3) ..... | 187,100,000   | 20.8%   | --    |
|  | -----         | -----   | ----- |
| Total(4) .....   | \$900,000,000 | 100.00% | 400   |
|  | =====         | =====   | ===== |

\* Less than 1%

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(1) Assumes conversion of all of the holder's notes at a conversion rate of 9.09 shares of common stock per \$1,000 principal amount at maturity of the

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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.

- (2) Merrill Lynch, Pierce Fenner & Smith Incorporated has advised us that it is not aware of any position, office or directorship relationship 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) Information about other selling securityholders will be set forth in prospectus supplements, if required.
- (4) Assumes that any other holders of notes, or any future transferees, pledgees, donees or successors of or from any such other holders of notes, do not beneficially own any common stock other than the common stock issuable upon conversion of the notes at the initial conversion rate.
- (5) Amounts may not sum due to rounding.

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 future prospectus supplements.

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The date of this Prospectus Supplement is June 14, 2002.