

Edgar Filing: BCOM3 GROUP INC - Form SC 13D

BCOM3 GROUP INC
Form SC 13D
March 18, 2002

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D

UNDER THE SECURITIES EXCHANGE ACT OF 1934

BCOM3 GROUP, INC.

(Name of Issuer)

COMMON STOCK

(Title of Class of Securities)

N/A

(CUSIP Number)

PUBLICIS GROUPE S.A.

(Name of Persons Filing Statement)

JEAN-MICHEL ETIENNE
133, AVENUE DES CHAMPS-ELYSEES
75008 PARIS, FRANCE

(Name, Address and Telephone Number of Person Authorized
to Receive Notices and Communications)

MARCH 7, 2002

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box:

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

(Continued on the following pages)

Page 1 of 13 Pages

Edgar Filing: BCOM3 GROUP INC - Form SC 13D

| | | | |
|--|--|--------------------------|-------------------------------------|
| 1 | NAME OF REPORTING PERSONS S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON | | |
| | PUBLICIS GROUPE S.A. IRS IDENTIFICATION NUMBER: N/A | | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* | (a) | <input type="checkbox"/> |
| | | (b) | <input checked="" type="checkbox"/> |
| 3 | SEC USE ONLY | | <input type="checkbox"/> |
| 4 | SOURCE OF FUNDS | | N/A |
| 5 | CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2 (d) OR 2 (e) | | <input type="checkbox"/> |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION | | Republic of France |
| NUMBER OF SHARES | 7 | SOLE VOTING POWER | 0 |
| BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 8 | SHARED VOTING POWER | 6,016,358 |
| | 9 | SOLE DISPOSITIVE POWER | 0 |
| | 10 | SHARED DISPOSITIVE POWER | 6,016,358 |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON | | 6,016,358 |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES | | <input type="checkbox"/> |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) | | 30.7% |
| 14 | TYPE OF REPORTING PERSON | | HC, CO |

Edgar Filing: BCOM3 GROUP INC - Form SC 13D

This statement relates to shares of Class A and Class B common stock (the "Common Shares") of Bcom3 Group, Inc. (the "Company"), par value \$0.01 per share. The address and principal executive office of the Company is: 35 West Wacker Drive, Chicago, IL 60601.

Item 2. Identity and Background.

This statement is filed, pursuant to Rule 13d-1 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), by Publicis Groupe S.A. ("Publicis"), a societe anonyme organized under the laws of the Republic of France. The address and principal executive office of Publicis is: 133, Avenue des Champs-Elysees, 75008 Paris, France. Publicis is principally engaged in the advertising business.

The name, business address, citizenship and present principal occupation or employment of each member of the Supervisory Board and Management Board of Publicis are set forth on Schedule I hereto, which is incorporated herein by reference. Unless otherwise specified, each member of the Management Board and Supervisory Board is a citizen of the Republic of France.

Societe Anonyme Somarel ("Somarel") owns approximately 22.2% of the ordinary shares and 35.6% of the voting power of Publicis. Madame Elizabeth Badinter and certain members of her family own approximately 51.3% of the ordinary shares of Somarel. Madame Elizabeth Badinter directly owns 5.6% of the ordinary shares and 8.9% of the voting power of Publicis. The address and principal executive office of Somarel is: 133, Avenue des Champs-Elysees, 75008 Paris, France. The name, citizenship, present principal occupation or employment and business address of each member of the Board of Directors of Somarel is set forth on Schedule I hereto, which is incorporated herein by reference.

During the last five years, Publicis has not been convicted in any criminal proceeding. During the last five years, Publicis has not been a party to a civil proceeding before a judicial or administrative body of competent jurisdiction as a result of which proceeding Publicis is or was subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

During the last five years, to the best of Publicis' knowledge, no person identified on Schedule I has been (a) convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (b) a party to a civil proceeding before a judicial or administrative body of competent jurisdiction as a result of which proceeding such person is or was subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Item 3. Source and Amount of Funds or Other Consideration.

Not applicable.

Item 4. Purpose of Transaction.

Edgar Filing: BCOM3 GROUP INC - Form SC 13D

On March 7, 2002, Publicis, the Company, Philadelphia Merger LLC, and Philadelphia Merger Corp., a wholly-owned subsidiary of Publicis ("Merger Corp."), entered into an Agreement and Plan of Merger (the "Merger Agreement"), pursuant to which the Company will be merged under Delaware law with and into Merger Corp. (the "Merger"), with Merger Corp. being the surviving corporation. All of the stockholders of the Company, other than stockholders who exercise dissenters' rights, will become entitled to receive ordinary shares of Publicis and the other merger consideration more fully described in the Merger Agreement.

The Merger is subject to the satisfaction of certain conditions, including receipt of regulatory approvals and approval from the stockholders of Publicis and the Company, as set forth in the Merger Agreement. The Merger Agreement, listed as Exhibit 1 below, is incorporated herein by reference.

Pursuant to the Merger Agreement, each of Publicis and the Company is prohibited from soliciting any competing transaction and, subject to limitations based on fiduciary duties, from discussions or negotiations with respect to a competing transaction. In addition, if the Merger Agreement is terminated in the event of a competing transaction for either Publicis or the Company under certain circumstances, the party that is the subject of the competing transaction is required to pay to the other party a termination fee of \$90 million.

As a condition to Publicis' agreeing to enter into the Merger Agreement, Dentsu Inc., and Roger A. Haupt, Richard B. Fizedale, Roy J. Bostock and Craig D. Brown, respectively, all of whom are stockholders of the Company (collectively, the "Stockholders"), have entered into support agreements with Publicis, dated as of March 7, 2002 (collectively, the "Publicis Support Agreements"), pursuant to which the Stockholders have agreed to vote their Common Shares in favor of the Merger Agreement and the Merger and have agreed to vote against any competing transaction and not to transfer any of their Common Shares, in each case for the periods specified in the Publicis Support Agreements.

As a condition to the Company's entering into the Merger Agreement, Somarel and Madame Elizabeth Badinter have entered into a support agreement with the Company, dated as of March 7, 2002 (the "Somarel Support Agreement"), pursuant to which Somarel and Madame Elizabeth Badinter have agreed to vote their Publicis ordinary shares in favor of the Merger Agreement and the Merger and have agreed to vote against any competing transaction and not to transfer any of their Publicis ordinary shares, in each case for the periods specified in the Somarel Support Agreement.

The preceding summaries of certain provisions of the Merger Agreement, the Publicis Support Agreements and the Somarel Support Agreement are not intended to be complete and are qualified in their entirety by reference to the full text of such agreements. The Publicis Support Agreements and the Somarel Support Agreement are listed as Exhibits 2, 3 and 4 below, respectively, each of which is incorporated herein by reference.

A copy of the press release announcing the Merger, attached as Exhibit 5 hereto, is incorporated herein by reference.

Edgar Filing: BCOM3 GROUP INC - Form SC 13D

Item 5. Interest in Securities of the Issuer.

(a) and (b)

Pursuant to the Publicis Support Agreements, the Stockholders have agreed to vote their Common Shares in favor of the Merger and the Merger Agreement and have agreed to vote against any Competing Transaction. An aggregate of 6,016,356 Common Shares are subject to the Publicis Support Agreements, which represents 30.7% of the amount of the Common Shares outstanding as of March 7, 2002.

(c) Except for the agreements described in Item 4, there have been no transactions in Company Shares by Publicis, or, to the best knowledge of Publicis, the members of the Supervisory Board or Management Board of Publicis during the past 60 days.

(d) To the best knowledge of Publicis, no other person has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such securities.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect

to Securities of the Issuer.

See Items 4 and 5.

Except as set forth in Items 4 and 5, neither Publicis nor, to the best knowledge of Publicis, any of the members of its Supervisory Board or Management Board, Somarel or any of the members of the Board of Directors of Somarel, has any contracts, arrangements, understandings or relationships (legal or otherwise) with any other person with respect to any securities of the Company or its subsidiaries.

Item 7. Material to be Filed as Exhibits.

EXHIBIT INDEX

| Exhibit Number | Description |
|----------------|---|
| 1 | Agreement and Plan of Merger, dated as of March 7, 2002, between Publicis Groupe S.A., Bcom3 Group, Inc., Philadelphia Merger Corp. and Philadelphia Merger LLC (incorporated by reference to Exhibit 2.1 to Publicis' Current Report on Form 6-K filed March 14, 2002). |
| 2 | Support Agreement, dated as of March 7, 2002, between Publicis Groupe S.A., Philadelphia Merger Corp., Roger A. Haupt, Richard B. Fizedale, Roy J. Bostock and Craig D. Brown (incorporated by reference to Exhibit 99.2 to Publicis' Current Report on Form 6-K filed March 14, 2002). |

-
- 3 Support Agreement, dated as of March 7, 2002, between Publicis Groupe S.A., Philadelphia Merger Corp. and Dentsu Inc. (incorporated by reference to Exhibit 99.1 to Publicis' Current Report on Form 6-K filed March 14, 2002)
-
- 4 Support Agreement, dated as of March 7, 2002, between Societe Anonyme Somarel, Madame Elizabeth Badinter and Bcom3 Group, Inc. (incorporated by reference to Exhibit 99.3 to Publicis' Current Report on Form 6-K filed March 14, 2002)
-
- 5 Press Release, dated March 7, 2002.
-

SIGNATURE

After reasonable inquiry, and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

March 15, 2002

PUBLICIS GROUPE S.A.
/s/ Jean-Michel Etienne

By: Jean-Michel Etienne
Title: Chief Financial Officer

Edgar Filing: BCOM3 GROUP INC - Form SC 13D

Schedule I

Directors and Executive Officers of Publicis Groupe S.A.

The following tables I and II set forth the names, business addresses, principal occupations or employment and citizenship of the members of Publicis' Management Board and Supervisory Board. Each member of the Management Board is principally employed by Publicis as set forth on Table II.

I. The Supervisory Board

| NAME ---- | PRINCIPAL FUNCTION IN PUBLICIS ----- | PRINCIPAL BUSINESS ACTIVITIES OUTSIDE PUBLICIS ----- |
|--|--|--|
| Elisabeth Badinter 133, Avenue des Champs-Elysees, 75008 Paris, France | Chair, Supervisory Board | Lecturer, Ecole Polytechnique, and author |
| Robert Badinter 133, Avenue des Champs-Elysees, 75008 Paris, France | Director | Professor Emeritus, University of Paris I (Pantheon-Sorbonne) |
| Simon Badinter 133, Avenue des Champs-Elysees, 75008 Paris, France | Director; Director of International Development - Medias & Regies Europe | None |
| Monique Bercault 133, Avenue des Champs-Elysees, 75008 Paris, France | Director; Technical Consultant to the Chairman of Medias & Regies Europe | None |
| Michel Cicurel 133, Avenue des Champs-Elysees, 75008 Paris, France | Director | Chairman of the Management Board of Compagnie Financiere Edmond de Rothschild and Compagnie Financiere Saint-Honore; various directorships |
| Michel David-Weill 133, Avenue des Champs-Elysees, 75008 | Director | Chairman and Chief Executive Officer of Maison Lazard Developpement, Managing Partner of Lazard Freres et Compagnie; numerous |

Page 8 of 13 Pages

| NAME ---- | PRINCIPAL FUNCTION IN PUBLICIS ----- | PRINCIPAL BUSINESS ACTIVITIES OUTSIDE PUBLICIS ----- |
|---------------|--|--|
| Paris, France | | positions |

Edgar Filing: BCOM3 GROUP INC - Form SC 13D

| | | |
|--|--|--|
| | | within the Lazard group; Vice President and Director of the Danone Group |
| Sophie Dulac 133, Avenue des Champs-Elysees, 75008 Paris, France | Director, Vice President | Manager -- Sophie Dulac Conseil and Moira |
| Helene Ploix 133, Avenue des Champs-Elysees, 75008 Paris, France | Director | Chair of Pechel Industries and Director of Lafarge |
| Felix George Rohatyn 133, Avenue des Champs-Elysees, 75008 Paris, France | Director | Director of Comcast Corporation and Fiat SpA |
| Robert Seelert 133, Avenue des Champs-Elysees, 75008 Paris, France | Director, Chairman of Saatchi & Saatchi plc | Director of Vanteq, Inc. |
| Amaury-Daniel de Seze 133, Avenue des Champs-Elysees, 75008 Paris, France | Director | Member of the Management Board of BNP Paribas |
| Henri-Calixte Suaudeau 133, Avenue des Champs-Elysees, 75008 Paris, France | Director of Publicis Conseil; Director of Publicis Real Estate Department | None |
| Gerard Worms 133, Avenue des Champs-Elysees, 75008 Paris, France | Director | Chairman of the Board of General Partners of Rothschild et Cie Banque. Director of SG Belgique, Telecom Italia, Metropole Televi- |

Page 9 of 13 Pages

| NAME ---- | PRINCIPAL FUNCTION IN PUBLICIS ----- | PRINCIPAL BUSINESS ACTIVITIES OUTSIDE PUBLICIS ----- |
|---------------|--|--|
| Paris, France | | sion and Degremont |

II. Management Board

Edgar Filing: BCOM3 GROUP INC - Form SC 13D

| NAME ----- | PRINCIPAL FUNCTION IN PUBLICIS ----- | COUNTRY (IF OTHER) ----- |
|---|--|--------------------------------|
| Maurice Levy Publicis Groupe S.A. 133, Avenue des Champs-Elysees Paris, France 75008 | Chairman of Management Board | |
| Bruno Desbarats-Bollet Publicis Groupe S.A. 133, Avenue des Champs-Elysees Paris, France 75008 | Director, Chief Executive Officer of Medias & Regies Europe | |
| Kevin Roberts Publicis Groupe S.A. 133, Avenue des Champs-Elysees Paris, France 75008 | Director, Chief Executive Officer of Saatchi & Saatchi | United |
| Bertrand Siguier Publicis Groupe S.A. 133, Avenue des Champs-Elysees Paris, France 75008 | Director, Executive Vice President of Publicis Worldwide | |

Directors and Executive Officers of Somarel.

The following table III sets forth the names, business addresses, current principal occupations or employment, and citizenship or country of formation of the members of Somarel's Board of Directors.

II. Somarel's Board of Directors

Page 10 of 13 Pages

| NAME | PRINCIPAL OCCUPATION OR EMPLOYMENT | CITIZENSHIP OR COUNTRY (IF OTHER) |
|--|--|---|
| Elisabeth Badinter Somarel 133, Avenue des Champs-Elysees Paris, France 75008 | Chairman of the Board, see table I | |
| Sophie Dulac Somarel 133, Avenue des Champs-Elysees Paris, France 75008 | See table I | |
| Claude Marcus Somarel 133, Avenue des Champs-Elysees | Retired (former Vice President of the Supervisory Board of Publicis) | |

Edgar Filing: BCOM3 GROUP INC - Form SC 13D

Paris, France 75008

Jean-Michel Bleustein
Somarel
133, Avenue des Champs-Elysees
Paris, France 75008

Retired

Simon Badinter
Somarel
133, Avenue des Champs-Elysees
Paris, France 75008

See table I

Benjamin Badinter
Somarel
133, Avenue des Champs-Elysees
Paris, France 75008

Member of the Management
Board of Medias & Regies
Europe, Director of
European Development,
various directorships

Eric Delorme
Somarel
133, Avenue des Champs-Elysees
Paris, France 75008

Director of BNP
PARIBAS/DAI (Department
of Industrial Affairs)

Page 11 of 13 Pages

| NAME | PRINCIPAL OCCUPATION OR EMPLOYMENT | CITIZENSHIP OR COUNTRY OF ORIGIN (IF OTHER THAN FRANCE) |
|---|--|---|
| Pechel Industries, represented by Somarel 133, Avenue des Champs-Elysees Paris, France 75008 | Not applicable | |
| Judith Badinter (spouse name: Sadock) Somarel 133, Avenue des Champs-Elysees Paris, France 75008 | Member of the Supervisory Board of Medias & Regies Europe, psychoanalyst | |
| Compagnie Financiere Saint-Honore, represented by Samuel Pinto Somarel 133, Avenue des Champs-Elysees Paris, France 75008 | Not applicable | |
| SRRE SA, represented by Michel Fleuret Somarel 133, Avenue des Champs-Elysees Paris, France 75008 | Not applicable | Luxembourg |

Edgar Filing: BCOM3 GROUP INC - Form SC 13D

MLMS, represented by Claudine Bienaime Somarel
133, Avenue des Champs-Elysees
Paris, France 75008 Not applicable

FRANCAREP (SA), represented by Georges Babinet Somarel
133, Avenue des Champs-Elysees
Paris, France 75008 Not applicable

Page 12 of 13 Pages

EXHIBIT INDEX

| Exhibit Number | Description |
|----------------|--|
| 1 | Agreement and Plan of Merger, dated as of March 7, 2002, between Publicis Groupe S.A., Bcom3 Group, Inc., Philadelphia Merger Corp. and Philadelphia Merger LLC (incorporated by reference to Exhibit 2.1 to Publicis' Current Report on Form 6-K filed March 14, 2002). |
| 2 | Support Agreement, dated as of March 7, 2002, between Publicis Groupe S.A., Philadelphia Merger Corp., Roger A. Haupt, Richard B. Fizardale, Roy J. Bostock and Craig D. Brown (incorporated by reference to Exhibit 99.2 to Publicis' Current Report on Form 6-K filed March 14, 2002). |
| 3 | Support Agreement, dated as of March 7, 2002, between Publicis Groupe S.A., Philadelphia Merger Corp. and Dentsu Inc. (incorporated by reference to Exhibit 99.1 to Publicis' Current Report on Form 6-K filed March 14, 2002) |
| 4 | Support Agreement, dated as of March 7, 2002, between Societe Anonyme Somarel, Madame Elizabeth Badinter and Bcom3 Group, Inc. (incorporated by reference to Exhibit 99.3 to Publicis' Current Report on Form 6-K filed March 14, 2002) |
| 5 | Press Release, dated March 7, 2002. |

Page 13 of 13 Pages