

PUBLICIS GROUPE SA  
Form S-8 POS  
September 07, 2007

Registration Nos. 333-140339  
333-134910

**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**POST EFFECTIVE AMENDMENT NO. 1 TO**

**FORM S 8**

**REGISTRATION STATEMENT**

*UNDER*

*THE SECURITIES ACT OF 1933*

**PUBLICIS GROUPE S.A.**

(Exact Name of Registrant as Specified in Its Charter)

**Republic of France**

(State or other jurisdiction of  
incorporation or organization)

**Not Applicable**

(I.R.S. Employer  
Identification No.)

**133 AVENUE DES CHAMPS ELYSEES  
75008 PARIS  
FRANCE**

(Address, including zip code, of registrant's principal executive offices)

**Restricted Stock Award Agreement Under the Digitas Inc. 2000 Stock Option and Incentive Plan;  
Digitas Inc. 2000 Stock Option and Incentive Plan and Digitas Inc. 2000 Stock Option and Incentive  
Plan as Amended and Restated (including the UK subplans thereunder); Bronner Slosberg Humphrey  
Co. 1999 Option Plan; Bronner Slosberg Humphrey Co. 1998 Option Plan; Modem Media  
Poppe Tyson, Inc. Amended and Restated 1997 Stock Option Plan; Modem Media Poppe  
Tyson, Inc. Amended and Restated 1999 Stock Option Plan; Modem Media 2000 Stock Incentive Plan;  
Vivid Holdings, Inc. 1999 Stock Incentive Plan; PUBLICIS GROUPE STOCK OPTION PLAN 2003-2005**

(Full Title of the Plans)

**CT Corporation System  
111 Eighth Avenue  
New York, New York 10011  
(212) 590-9100**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

**Copy of Communications to:**

**Elliott V. Stein  
Wachtell, Lipton, Rosen & Katz  
51 West 52nd Street  
New York, New York 10019  
Telephone: (212) 403-1000**



**EXPLANATORY NOTE/DEREGISTRATION OF UNSOLD SECURITIES**

This post-effective amendment relates to the following Registration Statements filed on Form S-8 (collectively, the Registration Statements ):

1. Registration Statement 333-140339, filed January 31, 2007, registering 3,640,000 ordinary shares for the following plans: Restricted Stock Award Agreement Under the Digitas Inc. 2000 Stock Option and Incentive Plan; Digitas Inc. 2000 Stock Option and Incentive Plan and Digitas Inc. 2000 Stock Option and Incentive Plan as Amended and Restated (including the UK subplans thereunder); Bronner Slosberg Humphrey Co. 1999 Option Plan; Bronner Slosberg Humphrey Co. 1998 Option Plan; Modem Media Poppe Tyson, Inc. Amended and Restated 1997 Stock Option Plan; Modem Media Poppe Tyson, Inc. Amended and Restated 1999 Stock Option Plan; Modem Media 2000 Stock Incentive Plan; Vivid Holdings, Inc. 1999 Stock Incentive Plan; and
2. Registration Statement 333-134910, filed June 9, 2006, registering 5,500,000 ordinary shares for the Publicis Groupe Stock Option Plan 2003-2005.

Publicis Groupe S.A. ( Publicis ) intends to file a Form 15F to terminate the registration of its ordinary shares, ORANEs and equity warrants under the Securities Exchange Act of 1934, as amended. In accordance with an undertaking made by Publicis in each of the Registration Statements to remove from registration by means of a post-effective amendment any securities which remain unsold at the termination of the offering, Publicis hereby amends the Registration Statements to withdraw from registration the securities registered but unsold under the Registration Statements.

**ITEM 8. Exhibit Index**

| <b>Exhibit No.</b> | <b>Description</b>                                                                                                                                            |
|--------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 24.1               | Powers of Attorney (incorporated by reference to Publicis Groupe S.A. s<br>Registration Statement on Form S-8 (File No. 333-140339, filed January 31, 2007)). |
| 24.2               | Powers of Attorney (incorporated by reference to Publicis Groupe S.A. s<br>Registration Statement on Form S-8 (File No. 333-134910, filed June 9, 2006)).     |

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statements to be signed on its behalf by the undersigned, thereunder duly authorized, in the city of Paris, France on September 7, 2007.

PUBLICIS GROUPE S.A.

|        |                                                                 |
|--------|-----------------------------------------------------------------|
| By:    | <u>/s/ Maurice Lévy</u>                                         |
| Name:  | Maurice Lévy                                                    |
| Title: | Chief Executive Officer and<br>Chairman of the Management Board |
| Date:  | September 7, 2007                                               |

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Pursuant to the requirements of the Securities Act of 1933, this Post Effective Amendment has been signed by or on behalf of the following persons in the capacities indicated as of September 7, 2007:

| Signature                       | Title                                     | Date              |
|---------------------------------|-------------------------------------------|-------------------|
| <hr/> *                         |                                           |                   |
| Elisabeth Badinter<br>*         | Chairperson of the Supervisory Board      | September 7, 2007 |
| <hr/> Sophie Dulac<br>*         | Vice-Chairperson of the Supervisory Board | September 7, 2007 |
| <hr/> Monique Bercault<br>*     | Member of the Supervisory Board           | September 7, 2007 |
| <hr/> Leone Meyer<br>*          | Member of the Supervisory Board           | September 7, 2007 |
| <hr/> Helene Ploix<br>*         | Member of the Supervisory Board           | September 7, 2007 |
| <hr/> Simon Badinter<br>*       | Member of the Supervisory Board           | September 7, 2007 |
| <hr/> Michel Cicurel<br>*       | Member of the Supervisory Board           | September 7, 2007 |
| <hr/> Michel David-Weill<br>*   | Member of the Supervisory Board           | September 7, 2007 |
| <hr/> Michel Halperin           | Member of the Supervisory Board           | September 7, 2007 |
| <hr/> Tateo Matak<br>*          | Member of the Supervisory Board           | September 7, 2007 |
| <hr/> Yutaka Narita<br>*        | Member of the Supervisory Board           | September 7, 2007 |
| <hr/> Felix George Rohatyn<br>* | Member of the Supervisory Board           | September 7, 2007 |
| <hr/> Amaury de Seze            | Member of the Supervisory Board           | September 7, 2007 |

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|                        |                                 |                   |
|------------------------|---------------------------------|-------------------|
| Henri-Calixte Suaudeau | Member of the Supervisory Board | September 7, 2007 |
|------------------------|---------------------------------|-------------------|

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|              |                                 |                   |
|--------------|---------------------------------|-------------------|
| Gerard Worms | Member of the Supervisory Board | September 7, 2007 |
|--------------|---------------------------------|-------------------|

/s/ Maurice Lévy

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|--------------|-----------------------------|-------------------|
| Maurice Lévy | Principal Executive Officer | September 7, 2007 |
|--------------|-----------------------------|-------------------|

/s/ Jean-Michel Etienne

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|---------------------|------------------------------------------------------|-------------------|
| Jean-Michel Etienne | Chief Financial Officer and Chief Accounting Officer | September 7, 2007 |
|---------------------|------------------------------------------------------|-------------------|

/s/ John Betley

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|             |                                       |                   |
|-------------|---------------------------------------|-------------------|
| John Betley | Authorized Representative in the U.S. | September 7, 2007 |
|-------------|---------------------------------------|-------------------|

\* By: /s/ Maurice Lévy

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|        |                  |
|--------|------------------|
| Name:  | Maurice Lévy     |
| Title: | Attorney-in-fact |

**Exhibit Index**

**Exhibit No.**

**Description**

|      |                                                                                                                                                              |
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