

PUBLICIS GROUPE SA
Form 20-F/A
July 27, 2007

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 20-F / A

(Amendment No. 1)

REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR 12(g) OF THE SECURITIES EXCHANGE ACT OF 1934

OR

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 FOR THE FISCAL YEAR ENDED DECEMBER 31, 2006

OR

TRANSITION REPORT PURSUANT TO SECTION 13 or 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 FOR THE TRANSITION PERIOD FROM TO

COMMISSION FILE NUMBER: 001-14736

Publicis Groupe S.A.

(Exact name of registrant as specified in its charter)

N/A
(Translation of Registrant's name into English)

133, AVENUE DES CHAMPS-ÉLYSÉES
75008 PARIS
France
(Address of principal executive offices)

THE REPUBLIC
OF FRANCE
(Jurisdiction of incorporation or organization)

Securities registered or to be registered pursuant to Section 12(b) of the Act:

Title of Each Class:

Name of Each Exchange on Which Registered:

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American Depositary Shares (as evidenced by American Depositary Receipts), The New York Stock Exchange, Inc.
each American Depositary Share representing one Ordinary Share
Ordinary shares, nominal value 0.40 per share* The New York Stock Exchange, Inc.

* Listed not for trading, but only in connection with the registration of American Depositary Shares pursuant to the requirements of the Securities and Exchange Commission.

Securities registered or to be registered pursuant to Section 12(g) of the Act: None

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act: Equity Warrants and ORANes

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the Annual Report:

| | |
|--|--|
| Ordinary shares, nominal value 0.40 per share <i>(title of class)</i> | 198,709,229(1) <i>(number of ordinary shares)</i> |
|--|--|

(1) Including 15,105,351 ordinary shares held in treasury.

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act: Yes No

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934: Yes No

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 12 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 if the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer:

Large accelerated filer Accelerated filer Non-accelerated filer

Indicate by check mark which financial statement item the registrant has elected to follow: Item 17 Item 18

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act) Yes No

Explanatory Note

Publicis Groupe S.A. is filing this amendment to its annual report on Form 20-F for the fiscal year ended December 31, 2006 in order to include an amended Exhibit 13.1 to correct a typographical error in the exhibit filed with the Form 20-F on April 6, 2007. The original version of Exhibit 13.1 referred to the Annual Report on Form 20-F for the year ended December 31, 2005, rather than for the year ended December 31, 2006.

Other than as set forth above, this Form 20-F/A does not, and does not purport to, amend or update the information in any other Item of the Form 20-F or reflect any events that have occurred after the Form 20-F was filed on April 6, 2007.

Item 19. Exhibits

The following exhibits are included herein:

| Exhibit | Description |
|----------------------|---|
| <u>Number</u> | |
| 13.1 | Certification by Maurice Lévy, Chairman of the Management Board and Chief Executive Officer, and Jean-Michel Etienne, Chief Financial Officer, required by Section 906 of the Sarbanes-Oxley Act of 2002 (as amended to correct a typographical error). |

SIGNATURES

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F and that it has duly caused and authorized the undersigned to sign this Annual Report on its behalf.

Publicis Groupe S.A.

By: /s/ Maurice Lévy

Name: Maurice Lévy

Title: Chief Executive Officer and Chairman of the Management Board

Dated: July 27, 2007