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PUBLICIS GROUPE SA
Form SC TO-C
January 17, 2006

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE TO
TENDER OFFER STATEMENT UNDER SECTION 14(D) (1) OR 13(E) (1)
OF THE SECURITIES EXCHANGE ACT OF 1934

PUBLICIS GROUPE S.A.
(Name of Subject Company (Issuer))
PUBLICIS GROUPE S.A.
(Names of Filing Persons (Offerors))
EQUITY WARRANTS
(Title of Class of Securities)
F76080146
(CUSIP Number of Class of Securities)

JEAN-MICHEL ETIENNE
PUBLICIS GROUPE S.A.
133, AVENUE DES CHAMPS-ELYSEES
75008 PARIS, FRANCE
33 1 44 43 70 00
(Name, address and telephone number of person authorized to receive
notices and communications on behalf of the filing person)

Copy to:
ELLIOTT V. STEIN
WACHTELL, LIPTON, ROSEN & KATZ
51 WEST 52ND STREET
NEW YORK, NEW YORK 10019
(212) 403-1000

CALCULATION OF FILING FEE

Transaction Valuation: Not Applicable Amount of Filing Fee: Not Applicable

Check the box if the filing relates solely to preliminary communications
made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the
statement relates: third-party tender offer subject to Rule 14d-1.

issuer tender offer subject to Rule 13e-4.

going-private transaction subject to Rule 13e-3.

amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results
of the tender offer:

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ITEM 12. EXHIBITS.

99.1 Publication in "Les Echos" in France, dated January 16, 2006
(English translation).

EXHIBIT INDEX

| EXHIBIT NO. | DESCRIPTION |
|-------------|--|
| 99.1 | Publication in "Les Echos" in France, dated January 16, 2006 (English translation). |