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

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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
[X] 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.
[X] issuer tender offer subject to Rule 13e-4.
[X] 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

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