

PURCELL JOHN R
Form 4
April 05, 2010

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
PURCELL JOHN R

2. Issuer Name and Ticker or Trading Symbol
OMNICOM GROUP INC [OMC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)

Director 10% Owner
 Officer (give title below) Other (specify below)

C/O OMNICOM GROUP INC., 437
MADISON AVENUE

04/01/2010

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

NEW YORK, NY 10022

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Beneficial Ownership (Instr. 4)
			Code	V	Amount (D) Price		
Common Stock, par value \$0.15 per share	04/01/2010		A		644.16 (1)	A	\$ 0
					104,341.27 (2)	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PURCELL JOHN R C/O OMNICOM GROUP INC. 437 MADISON AVENUE NEW YORK, NY 10022		X		

Signatures

/s/ Michael J. O'Brien, Attorney in Fact for John R. Purcell 04/05/2010

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) The reporting person elected to defer receipt of these shares under the terms of the Omnicom Group Inc. 2007 Incentive Award Plan.
- (2) Includes dividends on deferred shares that are reinvested in company stock, credited on January 4, 2010.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. "right">(a)o

(b) X

3

SEC USE ONLY

4

SOURCE OF FUNDS *
WC

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2 (e)

0

6

Reporting Owners

2

CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

NUMBER OF
SHARES

7

SOLE VOTING POWER

0

BENEFICIALLY
OWNED BY

8

SHARED VOTING POWER

3,955,590

EACH
REPORTING

9

SOLE DISPOSITIVE POWER

0

PERSON WITH

10

SHARED DISPOSITIVE POWER

3,955,590

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,955,590 ⁽¹⁾

12

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES*

0

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11 9.00% ⁽¹⁾

14

TYPE OF REPORTING PERSON

PN

(1) On the basis of 43,777,151 shares of Common Stock reported by the Company to be issued and outstanding as of November 10, 2006 in the Company's latest Quarterly Report on Form 10-Q, as filed with the Securities and Exchange Commission on November 14, 2006.

***SEE INSTRUCTIONS BEFORE FILLING OUT!**

CUSIP No. 861837102		13D	
1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Galloway Capital Management LLC 90-0000838		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* <div style="text-align: right;">(a) <input type="radio"/></div> <div style="text-align: right;">(b) <input checked="" type="radio"/></div>		
3	SEC USE ONLY		
4	SOURCE OF FUNDS * N/A		
	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2 (e) <div style="text-align: right;">0</div>		
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware		
	NUMBER OF SHARES	7	SOLE VOTING POWER 0
	BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER 3,955,590
		9	SOLE DISPOSITIVE POWER 0
		10	SHARED DISPOSITIVE POWER 3,955,590
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,955,590 ⁽¹⁾		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* <div style="text-align: right;">0</div>		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11 9.00% ⁽¹⁾		
14	TYPE OF REPORTING PERSON OO		

(1) On the basis of 43,777,151 shares of Common Stock reported by the Company to be issued and outstanding as of November 10, 2006 in the Company's latest Quarterly Report on Form 10-Q, as filed with the Securities and Exchange Commission on November 14, 2006.

***SEE INSTRUCTIONS BEFORE FILLING OUT!**

CUSIP No. 861837102	13D	
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1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Gary L. Herman N/A	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) <input type="radio"/> (b) <input checked="" type="radio"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS * PF	
	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2 (e) <input type="radio"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION United States	
	7	SOLE VOTING POWER 60,000⁽¹⁾
	8	SHARED VOTING POWER ,955,590
	9	SOLE DISPOSITIVE POWE 60,000⁽¹⁾
	10	SHARED DISPOSITIVE POWER 3,955,590
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 4,015,590⁽¹⁾	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* <input type="radio"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11 9.17%⁽²⁾	
14	TYPE OF REPORTING PERSON IN	

(1) This includes 30,000 shares of common stock held by the Gary Herman, IRA.

(2) On the basis of 43,777,151 shares of Common Stock reported by the Company to be issued and outstanding as of November 10, 2006 in the Company's latest Quarterly Report on Form 10-Q, as filed with the Securities and Exchange Commission on November 14, 2006.

***SEE INSTRUCTIONS BEFORE FILLING OUT!**

CUSIP No. 861837102		13D	
1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Bruce Galloway N/A		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) <input type="radio"/> (b) <input checked="" type="radio"/>		
3	SEC USE ONLY		
4	SOURCE OF FUNDS * PF		
	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2 (e) o		
6	CITIZENSHIP OR PLACE OF ORGANIZATION United States		
	NUMBER OF SHARES	7	SOLE VOTING POWER 864,199⁽¹⁾
	BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER 3,955,590
		9	SOLE DISPOSITIVE POWER 864,199⁽¹⁾
		10	SHARED DISPOSITIVE POWER 3,955,590
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 4,819,789⁽¹⁾		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* o		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11 11.00% ⁽²⁾		
14	TYPE OF REPORTING PERSON IN		

(1) This includes 748,749 shares of common stock held by Mr. Galloway through the Bruce Galloway, IRA, 55,000 shares of common stock owned by Mr. Galloway's children, Justin and Alana, for which Mr. Galloway has the power to vote and dispose and 60,450 by RexonGalloway Capital Growth, LLC for which Mr. Galloway retains full investment and voting discretion.

(2) On the basis of 43,777,151 shares of Common Stock reported by the Company to be issued and outstanding as of November 10, 2006 in the Company's latest Quarterly Report on Form 10-Q, as filed with the Securities and Exchange Commission on November 14, 2006.

***SEE INSTRUCTIONS BEFORE FILLING OUT!**

Item 1. Security and Issuer.

The class of equity securities to which this statement relates is the common stock, no par value, (the “Common Stock”) of Stonepath Group, Inc., a Delaware corporation, (the “Company”). The principal executive offices of the Company are located at World Trade Center, 2200 Alaskan Way, Suite 200, Seattle, WA 98121.

Item 2. Identity and Background.

This statement is being filed jointly by Strategic Turnaround Equity Partners, L.P. (Cayman), Galloway Capital Management LLC, Bruce Galloway and Gary L. Herman (collectively, the “Reporting Persons”).

Strategic Turnaround Equity Partners, L.P. (Cayman), is a Delaware limited liability partnership and is a fund focused on investing primarily in undervalued public equities. Galloway Capital Management LLC is a Delaware limited liability company principally engaged in serving as the general partner of Strategic Turnaround Equity Partners, L.P. (Cayman). Gary L. Herman and Bruce Galloway are citizens of the United States, managing members of Galloway Capital Management LLC and Mr. Galloway is a holder of the majority of the membership interests in Galloway Capital Management LLC, and is a holder of the majority of the partnership interests in Strategic Turnaround Equity Partners, L.P. (Cayman)

The name and positions of the executive officers and directors of each of the Reporting Persons are set forth below. Other than as listed in Item 5 of this Report, each executive officer and director listed below disclaims beneficial ownership of the shares of Common Stock beneficially owned by the Reporting Persons.

Strategic Turnaround Equity Partners, L.P. (Cayman)	Cayman Islands limited partnership General Partner - Galloway Capital Management LLC
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Galloway Capital Management LLC	Delaware limited liability company Managing Member - Gary L. Herman Managing Member - Bruce Galloway
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Bruce Galloway	Citizenship - United States Managing Member - Galloway Capital Management LLC Managing Member - Strategic Turnaround Equity Partners, L.P. (Cayman)
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The address of the principal business office of Strategic Turnaround Equity Partners, L.P. (Cayman), Galloway Capital Management LLC, Bruce Galloway and Gary Herman is c/o Strategic Turnaround Equity Partners, L.P. (Cayman), 720 Fifth Avenue, 10th Floor, New York, New York 10019.

During the last five years, neither the Reporting Persons nor any executive officer or director of the Reporting Persons have (i) been convicted in any criminal proceeding or (ii) been a party to any civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which he was subject to any 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.

The shares of Common Stock owned directly and indirectly by the Reporting Persons were purchased with working capital of Strategic Turnaround Equity Partners, L.P (Cayman) and the personal investment capital of Messrs. Galloway and Herman.

Item 4. Purpose of Transaction.

All of the shares of Common Stock reported herein were acquired for investment purposes. On each of the following dates and at the following prices per share, Strategic Turnaround Equity Partners, L.P. (Cayman) made purchases or dispositions of Common Stock on the open market with its working capital:

Date	Number of Shares Acquired (Disposed)	Price Per Share
3/29/07	30,000	\$0.1998
3/30/07	30,000	\$0.2000
4/05/07	99,100	\$0.1300
4/18/07	(145,400)	\$0.1142

Other than as set forth below, the Reporting Persons currently have no plan or proposal which relates to or would result in any of the actions or transactions described in paragraphs (a) through (j) of Item 4 of the instructions to this Report.

On April 25, 2007, the Reporting Persons sent a letter to the Board of Directors seeking Board representation. In addition, the Reporting Persons expressed their concerns about the recently received default letters by the Company, the change in management and the failure for the company to take steps to relist its common stock on an alternative exchange, and their offer to assist the company to arrange financing and engage the services of an internationally renowned turnaround/crisis management firm. A copy of the letter is attached as Exhibit 1.

Item 5. Interest in Securities of the Issuer.

(a) and (b)

As of the date hereof, Strategic Turnaround Equity Partners, L.P. (Cayman), Galloway Capital Management LLC (as the general partner of Strategic Turnaround Equity Partners, L.P. (Cayman)), Bruce Galloway and Gary L. Herman (as a Managing Members of Galloway Capital Management LLC) are deemed to beneficially own an aggregate of 3,955,590 shares of Common Stock, representing approximately 9.00% of the number of shares of Common Stock stated to be outstanding by the Company in its Quarterly Report on Form 10-Q, as filed with the Securities and Exchange Commission on November 14, 2006. Strategic Turnaround Equity Partners, L.P. (Cayman) is deemed to be the direct beneficial owner of 3,955,590 shares of Common Stock. Galloway Capital Management LLC is deemed to be the indirect beneficial owner of 3,955,590 shares of Common Stock. Bruce Galloway and Gary L. Herman are deemed to be the indirect beneficial owners of 3,941,890 shares of Common Stock. Each of Galloway Capital Management LLC, Bruce Galloway and Gary L. Herman disclaim beneficial ownership of the shares of Common Stock directly beneficially owned by Strategic Turnaround Equity Partners, L.P. (Cayman) (except for (i) the indirect interest of Galloway Capital Management LLC by virtue of being the general partner of Strategic Turnaround Equity Partners, L.P. (Cayman), (ii) the indirect interests of Bruce Galloway and Gary L. Herman by virtue of being members of Galloway Capital Management LLC, and (iii) the indirect interests of Bruce Galloway and Gary L. Herman by virtue of being limited partners of Strategic Turnaround Equity Partners, L.P. (Cayman). Galloway Capital Management LLC, Gary L. Herman and Bruce Galloway have shared power to direct the vote and shared power to direct the disposition of these shares of Common Stock.

Of the total 864,199 shares of common stock directly held by Mr. Galloway, 748,740 are held by Mr. Galloway through the Bruce Galloway, IRA, 55,000 shares of common stock are owned by Mr. Galloway's children, Justin and Alana, for which Mr. Galloway has the power to vote and dispose, and 60,450 shares of common stock are held by RexonGalloway Capital Growth, an investment company in which Mr. Galloway is a member ("RexonGalloway") and for which Mr. Galloway retains full investment and voting discretion.

Gary L. Herman directly beneficially owns 60,000 shares of common stock, 30,000 shares of which are held individually and 30,000 shares are held through the Gary Herman, IRA.

(c)

Other than as set forth in this Report, the Reporting Persons and the executive officers and directors listed in Item 2 have not effected any transactions in the shares of the Company's equity securities within the past 60 days.

(d)

Not applicable.

(e)

Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships With the Issuer.

Except as described herein, there are no contracts, arrangements, understandings or relationships (legal or otherwise) between the Reporting Persons named in Item 2 hereof and any person with respect to any securities of the Company, including but not limited to transfer or voting of any other securities, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, divisions of profits or loss, or the giving or withholding of proxies.

Item 7. Material to be Filed as Exhibits.

Exhibit 1 is a letter to the Board of Directors dated April 25, 2007.

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.

**Strategic Turnaround Equity Partners, L.P.
(Cayman)**

April 25, 2007

By: /s/ Gary Herman
Name: Gary Herman
Title: Managing Member of Galloway Capital
Management LLC, the General Partner of
Strategic Turnaround Equity Partners, L.P.
(Cayman)

Galloway Capital Management, LLC

April 25, 2007

By: /s/ Bruce Galloway
Name: Bruce Galloway
Title: Managing Member

Gary L. Herman

April 25, 2007

/s/ Gary L. Herman

Bruce Galloway

April 25, 2007

/s/ Bruce Galloway

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative (other than an executive officer or general partner of the filing person), evidence of the representative's authority to sign on behalf of such person shall be filed with the statement, *provided, however*, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

Attention. Intentional misstatements or omissions of fact constitute Federal criminal violations (*See* 18 U.S.C. 1001).