

CORDIANT COMMUNICATIONS GROUP PLC /ADR

Form 6-K

August 15, 2002

FORM 6 - K

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

REPORT OF FOREIGN ISSUER

Pursuant to Rule 13a-16 or 15d-16 of
the Securities Exchange Act of 1934

For the Month of August 2002

CORDIANT COMMUNICATIONS GROUP PLC

(Translation of registrant's name into English)

121-141 Westbourne Terrace
London W2 6JR
England

(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports
under cover Form 20-F or Form 40-F.

Form 20-F X Form 40-F
 --- ---

Indicate by check mark whether the registrant by furnishing the information
contained in this Form is also thereby furnishing the information to the
Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes No X
 --- ---

If "Yes" is marked, indicate below the File Number assigned to the registrant in
connection with Rule 12g3-2(b):

-----.

FORWARD LOOKING AND CAUTIONARY STATEMENTS

This report contains certain "forward looking statements" within the
meaning of the Private Securities Litigation Reform Act of 1995. Generally, the
words "believe," "may," "will," "estimate," "continue," "anticipate," "intend,"
"expect" and similar expressions identify forward looking statements. The
Registrant has based these forward looking statements largely on its current
expectations and projections about future events and financial trends affecting
its business. These forward looking statements include statements relating to
trends in the advertising and marketing services industry, particularly with
respect to anticipated advertising expenditures in the world's advertising
markets. Actual advertising expenditures may differ materially from the

Edgar Filing: CORDIANT COMMUNICATIONS GROUP PLC /ADR - Form 6-K

estimates contained therein depending on, among other things, regional, national and international political and economic conditions, technological changes, the availability of media and regulatory regimes in the world's advertising markets. Additionally, this report contains a number of "forward looking statements" relating to the Registrant's performance. The Registrant's actual results could differ materially from those anticipated, depending on, among other things, gains to or losses from its client base, the amount of revenue derived from clients, the Registrant's exposure to changes in the exchange rates of major currencies against the pound sterling (because a substantial portion of its revenues are derived and costs incurred outside of the United Kingdom), the general level of advertising expenditures in the Registrant's markets referred to above and the overall level of economic activity in the Registrant's major markets as discussed above. The Registrant's ability to reduce its fixed cost base in the short term is limited and therefore its trading performance can be significantly affected by variations in the level of its revenues.

INCORPORATION BY REFERENCE

This report shall be deemed to be incorporated by reference into the prospectus forming a part of the Registrant's Registration Statement on Form F-3 (No. 333-46570) and to be a part of such prospectus from the date on which this report is furnished, to the extent not superseded by documents or reports subsequently filed or furnished.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

CORDIANT COMMUNICATIONS GROUP PLC
(Registrant)

By: /s/ Michael Bungey

Title: Director and Chief
Executive Officer

Date: August 15, 2002

Exhibit 1

CORDIANT COMMUNICATIONS GROUP PLC
("Cordiant")

Edgar Filing: CORDIANT COMMUNICATIONS GROUP PLC /ADR - Form 6-K

NOTIFIABLE HOLDINGS

Cordiant was notified on 14 August 2002 that Active Value Fund Managers Limited has a holding of 37,050,457 Ordinary shares, representing 9.04% of the issued share capital of Cordiant.

15 August 2002

Enquiries:

Cordiant
Nathan Runicles

Tel: +44 207 262 4343

College Hill
Alex Sandberg
Dick Millard

Tel: +44 207 457 2020