

TALEO CORP  
Form SC 13G/A  
January 16, 2009  
SCHEDULE 13G/A

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

**SCHEDULE 13G/A**

**Under the Securities Exchange Act of 1934**

(Amendment No. 1)

**TALEO CORPORATION**  
(Name of Issuer)

**Class A Common Stock**  
(Title of Class of Securities)

**87424N104**  
(CUSIP Number)

**January 15, 2009**  
(Date of Event which Requires filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 87424N104

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**1** NAMES OF REPORTING PERSONS  
**Omnicom Group Inc.**

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**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
(b)

3 SEC USE ONLY

4 CITIZEN OR PLACE OF ORGANIZATION  
**New York**

|  |          |  |
|--|----------|--|
| <b>NUMBER OF<br/>SHARES<br/>BENEFICIALLY<br/>OWNED BY EACH<br/>REPORTING<br/>PERSON<br/>WITH</b> | <b>5</b> | SOLE VOTING POWER<br><b>1,274,182</b>      |
|  | <b>6</b> | SHARED VOTING POWER<br><b>0</b>            |
|  | <b>7</b> | SOLE DISPOSITIVE POWER<br><b>1,274,182</b> |
|  | <b>8</b> | SHARED DISPOSITIVE POWER<br><b>0</b>       |

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
**1,274,182**

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
**Not Applicable**

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
**4.2% (1)**

12 TYPE OF REPORTING PERSON  
**CO**

(1) Based on 30,147,449 shares of Class A Common Stock reported to be outstanding by Taleo Corporation at July 31, 2008 (462,118 shares of Class B Common Stock, which are redeemable for Class A shares on a 1 for 1 basis, are not included in the calculation of this percentage).

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1 NAMES OF REPORTING PERSONS  
**Seneca Investments LLC**

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
 (b)

3 SEC USE ONLY

4 CITIZEN OR PLACE OF ORGANIZATION  
**Delaware**

|  |   |                          |           |
|--|---|--------------------------|-----------|
| <b>NUMBER OF<br/>SHARES<br/>BENEFICIALLY<br/>OWNED BY EACH<br/>REPORTING<br/>PERSON<br/>WITH</b> | <b>5</b>  | SOLE VOTING POWER        | <b>0</b>  |
|  | <b>6</b>  | SHARED VOTING POWER      | <b>0</b>  |
|  | <b>7</b>  | SOLE DISPOSITIVE POWER   | <b>0</b>  |
|  | <b>8</b>  | SHARED DISPOSITIVE POWER | <b>0</b>  |
| <b>9</b>   | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON                              |                          | <b>0</b>  |
| <b>10</b>  | CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES<br><b>Not Applicable</b> |                          |           |
| <b>11</b>  | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9   |                          | <b>0%</b> |
| <b>12</b>  | TYPE OF REPORTING PERSON<br><b>OO</b>   |                          |           |

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**ITEM 1(a).**                      **Name of Issuer:**  
Taleo Corporation

**ITEM 1(b).**                      **Address of Issuer's Principal Executive Offices:**  
4140 Dublin Boulevard, Suite 400,  
Dublin, California 94568

**ITEM 2(a).**                      **Name of Person Filing:**  
Omnicom Group Inc.  
Seneca Investments LLC

**ITEM 2(b).**                      **Address of Principal Business Office:**  
  
The address of each of the Filing Parties is 437 Madison Avenue, New York, New York,  
10022

**ITEM 2(c).**                      **Citizenship:**  
Omnicom Group Inc. - New York  
Seneca Investments LLC - Delaware

**ITEM 2(d).**                      **Title of Class of Securities**

Class A Common Stock

**ITEM 2(e).**                    **CUSIP Number**  
87424N104

**ITEM 3.**                    Not applicable.

**ITEM 4.**                    **Ownership**

**(a) Amount beneficially owned:**

See Item 9 of cover page.

**(b) Percent of class:**

See Item 11 of cover page.

**(c) Number of shares as to which such person has:**

**(i) Sole power to vote or to direct the vote**

See Item 5 of cover page.

**(ii) Shared power to vote or to direct the vote**

See Item 6 of cover page.

**(iii) Sole power to dispose or to direct the disposition of**

See Item 7 of cover page.

**(iv) Shared power to dispose or to direct the disposition of**

See Item 8 of cover page.

**ITEM 5.**                    **Ownership of Five Percent or Less of a Class**

If this statement has been filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [ X ].

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**ITEM 6:**                    **Ownership of More than Five Percent on Behalf of Another Person:**  
Omnicom Group Inc. has the right to receive and the power to direct the receipt of dividends from, and the proceeds from the sale of, the securities described on this Schedule 13G.

**ITEM 7:**                    **Identification and Classification of the Subsidiary Which Acquired the Security**

**Being Reported by the Parent Holding Company**

Not applicable.

**ITEM 8: Identification and Classification of Members of the Group.**

Not applicable.

**ITEM 9: Notice of Dissolution of Group**

Not applicable.

**ITEM 10: Certification**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

**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.

**Date:** January 16, 2009

**OMNICOM GROUP INC.**

By: /s/ Michael J. O'Brien

\_\_\_\_\_  
Name: Michael J. O'Brien  
Title: Senior Vice President,  
General Counsel and Secretary

**SENECA INVESTMENTS LLC**

By: /s/ Greg Bedard

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Name: Greg Bedard  
Title: Chief Executive Officer

**List of Exhibits**

| <b>Exhibit No.</b> | <b>Description</b>     |
|--------------------|------------------------|
| 99.1               | Joint Filing Agreement |

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