

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>JP MORGAN PARTNERS BHCA LP</u> <hr/> (Last) (First) (Middle) J.P. MORGAN PARTNERS 1221 AVENUE OF THE AMERICAS 40TH FLOOR <hr/> (Street) NEW YORK NY 10020 <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 08/02/2004	3. Issuer Name and Ticker or Trading Symbol <u>CMGI INC [CMGI]</u>		
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)		5. If Amendment, Date of Original Filed (Month/Day/Year)
		6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person		

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, .01 par value	5,999,666 ⁽¹⁾	D	

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

1. Name and Address of Reporting Person*
JP MORGAN PARTNERS BHCA LP

 (Last) (First) (Middle)
 J.P. MORGAN PARTNERS
 1221 AVENUE OF THE AMERICAS 40TH FLOOR

 (Street)
 NEW YORK NY 10020

 (City) (State) (Zip)

1. Name and Address of Reporting Person*
JPMP MASTER FUND MANAGER L P

 (Last) (First) (Middle)
 JP MORGAN PARTNERS LLC
 1221 AVENUE OF THE AMERICAS 40TH FLOOR

 (Street)
 NEW YORK NY 10020

 (City) (State) (Zip)

1. Name and Address of Reporting Person*
JPMP CAPITAL CORP

 (Last) (First) (Middle)
 C/O J.P. MORGAN PARTNERS, LLC
 1221 AVENUE OF THE AMERICAS 40TH FLOOR

 (City) (State) (Zip)

(Street)	NEW YORK	NY	10020
(City)	(State)	(Zip)	
1. Name and Address of Reporting Person*			
<u>J P MORGAN CHASE & CO</u>			
(Last)	(First)	(Middle)	
270 PARK AVE			
39TH FL			
(Street)	NEW YORK	NY	10017
(City)	(State)	(Zip)	

Explanation of Responses:

1. The Reporting Person is a party to a certain Stock Transfer Agreement dated as of March 23, 2004 and a certain Stock Selling Agreement dated as of August 2, 2004 (collectively, the "Selling Stockholder Agreements"). As a result thereof, the Reporting Person and the other parties to the Selling Stockholder Agreements may be deemed to constitute a "group" for purposes of Section 13(d)(3) of the Securities Exchange Act of 1932, as amended (the "Act") with respect to 62,521,577 shares of the Issuer's Common Stock representing 13.2% of the Issuer's Common Stock outstanding as of August 2, 2004. (Footnote continued under "Remarks")

Remarks:

The Reporting Person disclaims beneficial ownership of any securities held by any other party to the Selling Stockholder Agreements and the filing of this Form 3 shall not be deemed an admission that the Reporting Person or any other person or persons party to the Selling Shareholders Agreements constitute a "group" for purposes of Section 13(d)(3) of the At or Rule 13d-5 thereunder. See Exhibit 99.1

J.P. Morgan Partners By: JPMP
Master Fund Manager, L.P., as
general partner By: JPMP
Capital Corp., as general 08/04/2004
partner By: Thomas
Szymoniak, Vice President and
Assistant Secretary.

** Signature of Reporting Person Date

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

* If the form is filed by more than one reporting person, see Instruction 5 (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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.

Name and Address of Reporting Person ⁽¹⁾	Designated Reporter ⁽¹⁾	Date of Event Requiring Statement	Issuer Name, Ticker or Trading Symbol	Title and Amount of Security	Title of Derivative Securities and Title and Amount of Securities Underlying Derivative Securities	Ownership Form: Direct (D) or Indirect (I)	Nature of Indirect Beneficial Ownership	Disclaims Pecuniary Interest
JPMP Master Fund Manager, L.P. c/o J.P. Morgan Partners, LLC 1221 Avenue of the Americas – 40th Floor New York, NY 10020	J.P. Morgan Partners (BHCA), L.P.	August 2, 2004	CMGI, Inc. (“CMGI”)	See Table I	N/A	I	See Explanatory Note 2 below	No
JPMP Capital Corp. c/o J.P. Morgan Partners, LLC 1221 Avenue of the Americas – 40th Floor New York, NY 10020	J.P. Morgan Partners (BHCA), L.P.	August 2, 2004	CMGI, Inc. (“CMGI”)	See Table I	N/A	I	See Explanatory Note 3 below	No
J.P. Morgan Chase & Co. 270 Park Avenue 35 th Floor New York, NY 10017	J.P. Morgan Partners (BHCA), L.P.	August 2, 2004	CMGI, Inc. (“CMGI”)	See Table I	N/A	I	See Explanatory Note 4 below	No

Explanatory Note:

- 1) The Designated Reporter is executing this report on behalf of all Reporting Persons, each of whom has authorized it to do so. Each of the Reporting Persons disclaims beneficial ownership of the Issuer’s securities to the extent it exceeds such Person’s pecuniary interest.
- 2) The amount shown in Table I represents the beneficial ownership of the Issuer’s equity securities by J.P. Morgan Partners (BHCA), L.P. (“JPM BHCA”), a portion of which may be deemed attributable to the Reporting Person because it is the sole general partner of JPM BHCA.
- 3) The amount shown in Table I represents the beneficial ownership of the Issuer’s equity securities by JPM BHCA, a portion of which may be deemed attributable to the Reporting Person because it is the general partner of JPMP Master Fund Manager, L.P. (“MF Manager”), the sole general partner of JPM BHCA. The actual pro rata portion of such beneficial ownership that may be deemed to be attributable to the Reporting Person is not readily determinable because it is subject to several variables, including the internal rates of return and vesting of interests within JPM BHCA and MF Manager.
- 4) The amount shown in Table I represents the beneficial ownership of the Issuer’s equity securities by JPM BHCA, a portion of which may be deemed attributable to the Reporting Person because it is the sole stockholder of JPMP Capital Corp. and of Chatham Ventures, Inc., the limited partner of JPM BHCA. The actual pro rata portion of such beneficial ownership that may be attributable to the Reporting Person is not readily determinable because it is subject to several variables, including the internal rates of return and vesting of interests within JPM BHCA and MF Manager.