

Registration No. 333- _____

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT UNDER
THE SECURITIES ACT OF 1933

CMGI, INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

04-2921333
(I.R.S. Employer
Identification Number)

100 Brickstone Square, Andover, Massachusetts
(Address of Principal Executive Offices)

01810
(Zip Code)

2002 Non-Officer Employee Stock Incentive Plan, as amended
(Full Title of the Plan)

GEORGE A. MCMILLAN
Chief Executive Officer
CMGI, Inc.

100 Brickstone Square
Andover, Massachusetts 01810
(Name and Address of Agent for Service)

(978) 684-3600
(Telephone Number, Including Area Code, of Agent for Service)

Copies to:

PETER L. GRAY, ESQ.
Executive Vice President and General Counsel
CMGI, Inc.
100 Brickstone Square
Andover, Massachusetts 01810

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, \$.01 par value	15,000,000 shares	\$0.555(1)	\$8,325,000(1)	\$765.90

(1) Estimated solely for the purpose of calculating the registration fee, and based on the average of the high and low prices of the Common Stock on the Nasdaq National Market on June 12, 2002 in accordance with Rules 457(c) and 457(h) under the Securities Act of 1933.

Statement of Incorporation by Reference:

In accordance with General Instruction E to Form S-8, this Registration Statement on Form S-8 incorporates by reference the contents of the Registration Statement on Form S-8 (File No. 333-84648) filed by the Registrant on March 21, 2002, relating to the Registrant's 2002 Non-Officer Employee Stock Incentive Plan, as amended.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the Town of Andover, Commonwealth of Massachusetts on June 17, 2002.

CMGI, INC.

By: /s/ George A. McMillan

George A. McMillan
Chief Executive Officer

POWER OF ATTORNEY

We, the undersigned officers and directors of CMGI, Inc., hereby severally constitute George A. McMillan, Thomas Oberdorf and Peter L. Gray, and each of them singly, our true and lawful attorneys with full power to them, and each of them singly, to sign for us and in our names in the capacities indicated below, the Registration Statement on Form S-8 filed herewith and any and all subsequent amendments to said Registration Statement, and generally to do all such things in our names and behalf in our capacities as officers and directors to enable CMGI, Inc. to comply with all requirements of the Securities and Exchange Commission, hereby ratifying and confirming our signatures as they may be signed by said attorneys, or any of them, to said Registration Statement and any and all amendments thereto.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on June 17, 2002.

Signature

Title

/s/ David S. Wetherell

David S. Wetherell

Chairman of the Board of Directors

/s/ George A. McMillan

George A. McMillan

Chief Executive Officer and Director
(Principal Executive Officer)

/s/ Thomas Oberdorf

Thomas Oberdorf

Chief Financial Officer and Treasurer
(Principal Financial and Accounting Officer)

/s/ Barry Allen

Barry K. Allen

Director

/s/ Virginia G. Bonker

Virginia G. Bonker

Director

/s/ Jonathan Kraft

Jonathan Kraft

Director

/s/ Peter McDonald

Peter McDonald

Director

EXHIBIT INDEX

Exhibit Number -----	Description -----
4.1	Specimen Certificate of Common Stock, \$.01 par value per share, of the Registrant is incorporated herein by reference to Exhibit 4.1 to the Registrant's Annual Report on Form 10-K for the fiscal year ended July 31, 1999 (File No. 000-23262)
5	Opinion of Kevin P. Lanouette, Esq.
23.1	Consent of Kevin P. Lanouette, Esq. (included in Exhibit 5)
23.2	Consent of KPMG LLP, independent accountants
24	Power of Attorney (included in the signature pages of this Registration Statement)

CMGI, INC.
100 Brickstone Square
Andover, Massachusetts 01810

June 17, 2002

CMGI, Inc.
100 Brickstone Square
Andover, Massachusetts 01810

Re: 2002 Non-Officer Employee Stock Incentive Plan, as amended

Ladies and Gentlemen:

I am Associate General Counsel of CMGI, Inc., a Delaware corporation (the "Company"), and have acted as counsel in connection with the Registration Statement on Form S-8 (the "Registration Statement") to be filed with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the "Securities Act"), relating to an aggregate of 15,000,000 shares of Common Stock, \$.01 par value per share (the "Shares"), of the Company, issuable under the Company's above-referenced employee benefit plan (the "Plan").

I have examined the Restated Certificate of Incorporation of the Company, as amended to date, and the Amended and Restated By-Laws of the Company, and originals, or copies certified to my satisfaction, of all pertinent records of the meetings of the directors and stockholders of the Company, the Registration Statement and such other documents relating to the Company as I have deemed material for the purposes of this opinion. In my examination of the foregoing documents, I have assumed the genuineness of all signatures, the authenticity of all documents submitted as originals, the conformity to original documents of all documents submitted as copies, the authenticity of the originals of such latter documents and the legal competence of all signatories to such documents.

I assume that the appropriate action will be taken, prior to the offer and sale of the Shares in accordance with the Plan, to register and qualify the Shares for sale under all applicable state securities or "blue sky" laws.

I express no opinion herein as to the laws of any state or jurisdiction other than the state laws of The Commonwealth of Massachusetts, the Delaware Constitution, the Delaware General Corporation Law statute, reported judicial decisions interpreting Delaware law and the federal laws of the United States of America.

Based upon and subject to the foregoing, I am of the opinion that the Shares have been duly authorized for issuance and, when the Shares are issued and paid for in accordance with the terms and conditions of the Plan, the Shares will be validly issued, fully paid and nonassessable.

I hereby consent to the filing of this opinion as an exhibit to the Registration Statement in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act and to the use of my name therein under the caption "Interests of Named Experts and Counsel." In giving such consent, I do not hereby admit that I am in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission.

Very truly yours,

/s/ Kevin P. Lanouette

Kevin P. Lanouette
Associate General Counsel

INDEPENDENT AUDITORS' CONSENT

The Board of Directors
CMGI, Inc.

We consent to the use of our report dated September 25, 2001, except as to Note 22, which is as of October 29, 2001, and except for the restatement referred to in Note 1a, as to which the date is December 11, 2001, with respect to the consolidated balance sheets of CMGI, Inc. as of July 31, 2001 and 2000, and the related consolidated statements of operations, stockholders' equity and cash flows for each of the years in the three-year period ended July 31, 2001, which report appears in the July 31, 2001 annual report on Form 10-K/A of CMGI, Inc., incorporated by reference herein.

/s/ KPMG LLP

KPMG LLP

Boston, Massachusetts
June 14, 2002