

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

**PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported): February 19, 2007

CMGI, INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other
Jurisdiction of Incorporation)

000-23262
(Commission
File Number)

04-2921333
(IRS Employer
Identification No.)

1100 Winter Street
Waltham, Massachusetts 02451
(Address of Principal Executive Offices) (Zip Code)

(781) 663-5001
(Registrant's telephone number, including area code)

Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

(e) On February 19, 2007, ModusLink Corporation (“ModusLink”), a subsidiary of CMGI, Inc., entered into a letter agreement (the “Letter Agreement”) with William R. McLennan, President, International Business Unit of ModusLink, extending Mr. McLennan’s expatriate assignment in Singapore for an additional 24 months. Mr. McLennan’s expatriate assignment which would have expired on April 1, 2007 will now expire on April 1, 2009, unless otherwise extended by mutual agreement or terminated by ModusLink. All other terms of Mr. McLennan’s expatriate assignment (except for base salary, which as previously reported has been adjusted) will continue to be governed by the Expatriate Assignment Letter dated March 10, 2005 between ModusLink and Mr. McLennan.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

The exhibits listed in the Exhibit Index immediately preceding such exhibits are filed with this report.

SIGNATURE

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 hereunto duly authorized.

CMGI, Inc.

Date: February 23, 2007

By: /s/ Peter L. Gray

Peter L. Gray

Executive Vice President and General Counsel

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
10.1	Letter Agreement, dated February 15, 2007, by and between ModusLink Corporation and William R. McLennan.

[MODUSLINK LOGO APPEARS HERE]

Corporate Offices
1100 Winter Street
Suite 4600
Waltham, MA 02451
United States

Tel: 781.663.5000
Fax: 781.663.5100

Via Facsimile (+65-6885-9401) and Email

February 15, 2007

Mr. William R. McLennan
c/o ModusLink PTE LTD
51 Ubi Avenue 3
Singapore 408858

Dear Bill:

This letter confirms our mutual agreement to extend you expatriate assignment in Singapore, which would otherwise expire on April 1, 2007, for an additional 24 months. Your assignment will now expire on April 1, 2009, but may be extended upon mutual agreement, and may be terminated at management's sole discretion. The Letter of Understanding dated March 10, 2005 (other than your base salary, which has been adjusted from time to time) will continue to govern the terms of your assignment.

Bill, I appreciate the fine job you are doing as ModusLink's President, International Business Unit, and look forward to your continued contributions to the company.

Very truly yours,

/s/ Joseph C. Lawler

Joseph C. Lawler

Agreed and Acknowledged:

/s/ William R. McLennan

William R. McLennan

2/19/07

Date