

**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): May 23, 2006

CMGI, Inc.

(Exact name of registrant as specified in its charter)

Delaware
*(State or other jurisdiction
of incorporation)*

000-23262
(Commission File No.)

04-2921333
*(IRS Employer
Identification No.)*

1100 Winter Street
Waltham, Massachusetts
(Address of principal executive offices)

02451
(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:

- 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 Principal Officers; Election of Directors; Appointment of Principal Officers.

On May 23, 2006, Thomas Oberdorf informed CMGI, Inc. (the "Company") that he is resigning as the Chief Financial Officer and Treasurer of the Company to pursue a new career opportunity. Mr. Oberdorf's resignation shall be effective on June 9, 2006.

On May 25, 2006, the Company appointed David Riley to serve as Interim Chief Financial Officer and Treasurer beginning on the effective date of Mr. Oberdorf's resignation. Mr. Riley served as a member of the Company's finance staff since 2000, including as Director of Finance from 2000 to 2002 and as Vice President, Finance from 2002 to March 2006. From March 2006 to the present, Mr. Riley has served the Company as Special Assistant to the Chief Executive Officer. Mr. Riley's current annualized salary is \$178,200. Mr. Riley is also eligible to receive a cash bonus for fiscal year 2006 targeted at 30% of his base salary. The payment of the cash bonus is subject to the Company's achievement of financial targets and Mr. Riley's achievement of individual objectives and can range from 0% to 200% of target, based on performance levels achieved. Mr. Riley is 35 years old. There are no family relationships between Mr. Riley and any director or other executive officer of the Company.

A copy of the press release issued by the Company concerning the foregoing is filed herewith as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

99.1 Press Release of the Registrant, dated May 26, 2006.

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: May 26, 2006

By: /s/ Joseph C. Lawler

Joseph C. Lawler

President and Chief Executive Officer

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release of the Registrant, dated May 26, 2006.

CMGI, Inc. Announces Change in Management Team

Waltham, Mass., May 26, 2006 – CMGI, Inc. (Nasdaq: CMGI) today announced that its Chief Financial Officer, Tom Oberdorf, will depart the company to pursue a new career opportunity.

The company has named David Riley interim Chief Financial Officer. Mr. Riley joined CMGI in 2000 as Director of Finance, and has advanced through the finance department, serving as Vice President, Finance from 2002 until March, 2006. Recently, he took on the role of Special Assistant to the CEO, working directly for Joseph C. Lawler, President and Chief Executive Officer of CMGI, on strategic initiatives related to the growth of the company's supply chain management business, ModusLink. Mr. Riley also served in accounting and finance positions at Ernst & Young LLP and Towermarc Corporation.

The Company plans to commence a search for a Chief Financial Officer.

"We thank Tom for his many contributions in bringing CMGI to where it is today, and wish him the best in his new job," said Joe Lawler. "The value of Tom's contribution is reflected in our continued confidence in the health of the business and we remain optimistic about the growth prospects for the company."

"David has been a long-standing leader within our financial team in his role as Vice President, Finance, and more recently working closely with me on strategic initiatives," Lawler went on to say. "I am pleased that he's agreed to take on this new responsibility and am confident that we will benefit from his strong finance acumen and knowledge of our business."

Mr. Oberdorf will remain with the company until June 9th to ensure an effective transition of responsibilities to Mr. Riley. As previously announced, Mr. Oberdorf will take part in the CMGI fiscal 2006 third quarter earnings call scheduled for June 5th.

About CMGI

CMGI, Inc. (Nasdaq: CMGI), through its subsidiary ModusLink, provides industry-leading global supply chain management services and solutions that help businesses market, sell and distribute their products around the world. In addition, CMGI's venture capital business, @Ventures, invests in a variety of technology ventures. For additional information, see www.cmgi.com.

About ModusLink

ModusLink Corporation is a leading provider of global supply chain management solutions. The company provides global technology clients in the software, hardware, consumer electronics, telecommunications and wireless markets with customized supply chain solutions that reduce risk and time to market and improve efficiency and productivity. ModusLink's services include demand planning, sourcing and procurement, manufacturing support, kitting and assembly, fulfillment, full-cycle logistics, systems integration and development, customer support and optimization consulting.

Headquartered in Waltham, Massachusetts, ModusLink maintains 42 facilities in 13 countries worldwide. The company is a subsidiary of CMGI, Inc. (Nasdaq: CMGI). For additional information, see www.moduslink.com.

This release contains forward-looking statements, which address a variety of subjects including, for example, the company's future growth prospects. All statements other than statements of historical fact, including without limitation, those with respect to CMGI's goals, plans, expectations and strategies set forth herein are forward-looking statements. The following important factors and uncertainties, among others, could cause actual results to differ materially from those described in these forward-looking statements: CMGI's success, including its ability to improve its cash position, expand its operations and revenues, improve its gross margins and sustain profitability, depends on its ability to execute on its business strategy and the continued and increased demand for and market acceptance of its products and services, including those of its subsidiary, ModusLink; CMGI's management may face strain on managerial and operational resources as they try to oversee the expanded operations; CMGI may not be able to expand its operations in accordance with its business strategy; CMGI's cash balances may not be sufficient to allow CMGI to meet all of its business and investment goals; CMGI may experience difficulties integrating technologies, operations and personnel in accordance with its business strategy; CMGI derives a significant portion of its revenue from a small number of customers and the loss of any of those customers would significantly damage CMGI's financial condition and results of operations; ModusLink frequently sells to its supply chain management clients on a purchase order basis rather than pursuant to long-term contracts or contracts with minimum purchase requirements, and therefore its sales are subject to demand variability; the mergers and acquisitions and IPO markets are inherently unpredictable and liquidity events for companies in the venture capital portfolio may not occur; and increased competition and technological changes in the markets in which CMGI competes. For a detailed discussion of cautionary statements that may affect CMGI's future results of operations and financial results, please refer to CMGI's filings with the Securities and Exchange Commission, including CMGI's most recent Quarterly Report on Form 10-Q. Forward-looking statements represent management's current expectations and are inherently uncertain. We do not undertake any obligation to update forward-looking statements made by us.

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