

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): October 29, 2002

CMGI, INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware	000-23262	04-2921333
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)

100 Brickstone Square  
Andover, Massachusetts 01810  
(Address of Principal Executive Offices) (Zip Code)

(978) 684-3600  
(Registrant's telephone number, including area code)

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

Item 7. Financial Statements and Exhibits.

(c) Exhibits.

Exhibit No.	Description
- - - - -	- - - - -
99.1	Statement Under Oath of Principal Executive Officer, dated October 29, 2002, Regarding Facts and Circumstances Relating to Exchange Act Filings.
99.2	Statement Under Oath of Principal Financial Officer, dated October 29, 2002, Regarding Facts and Circumstances Relating to Exchange Act Filings.

Item 9. Regulation FD Disclosure.

On October 29, 2002, CMGI, Inc. submitted to the Securities and Exchange Commission the Statements Under Oath of Principal Executive Officer and Principal Financial Officer in accordance with the Commission's Order dated June 27, 2002 (File No. 4-460). Copies of these statements are filed as exhibits to this Current Report on Form 8-K.

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.

By: /s/ Thomas Oberdorf

Date: October 29, 2002

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

EXHIBIT INDEX

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Statement Under Oath of Principal Executive Officer  
Regarding Facts and Circumstances Relating to Exchange Act Filings

I, George A. McMillan, state and attest that:

- (1) To the best of my knowledge, based upon a review of the covered reports of CMGI, Inc., and, except as corrected or supplemented in a subsequent covered report:
  - o no covered report contained an untrue statement of a material fact as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed); and
  - o no covered report omitted to state a material fact necessary to make the statements in the covered report, in light of the circumstances under which they were made, not misleading as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed).
- (2) I have reviewed the contents of this statement with the Company's audit committee.
- (3) In this statement under oath, each of the following, if filed on or before the date of this statement, is a "covered report":
  - o the Annual Report on Form 10-K for the fiscal year ended July 31, 2002, filed with the Commission on October 29, 2002, of CMGI, Inc.;
  - o all reports on Form 10-Q, all reports on Form 8-K and all definitive proxy materials of CMGI, Inc. filed with the Commission subsequent to the filing of the Form 10-K identified above; and
  - o any amendments to any of the foregoing.

/s/ George A. McMillan  
-----  
George A. McMillan  
October 29, 2002

Subscribed and sworn to before  
me this 29th day of October 2002.

/s/ Nathaniel Gaede  
-----  
Name: Nathaniel Gaede  
Notary Public  
My Commission Expires: March 24, 2006

Statement Under Oath of Principal Financial Officer  
Regarding Facts and Circumstances Relating to Exchange Act Filings

I, Thomas Oberdorf, state and attest that:

- (1) To the best of my knowledge, based upon a review of the covered reports of CMGI, Inc., and, except as corrected or supplemented in a subsequent covered report:
  - o no covered report contained an untrue statement of a material fact as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed); and
  - o no covered report omitted to state a material fact necessary to make the statements in the covered report, in light of the circumstances under which they were made, not misleading as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed).
- (2) I have reviewed the contents of this statement with the Company's audit committee.
- (3) In this statement under oath, each of the following, if filed on or before the date of this statement, is a "covered report":
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  - o all reports on Form 10-Q, all reports on Form 8-K and all definitive proxy materials of CMGI, Inc. filed with the Commission subsequent to the filing of the Form 10-K identified above; and
  - o any amendments to any of the foregoing.

/s/ Thomas Oberdorf  
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Thomas Oberdorf  
October 29, 2002

Subscribed and sworn to before  
me this 29th day of October 2002.

/s/ Nathaniel Gaede  
-----  
Name: Nathaniel Gaede  
Notary Public  
My Commission Expires: March 24, 2006