

**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>LAVINE JONATHAN S</u>  (Last) (First) (Middle) <u>C/O BAIN CAPITAL, LLC</u> <u>111 HUNTINGTON AVENUE</u>  (Street) <u>BOSTON MA 02199</u>  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>08/02/2004</u>	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) <input checked="" type="checkbox"/> Other (specify below)  <u>See Footnote (6)</u>	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person  <input 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)
<u>Common Stock, \$0.01 par value</u>	<u>21,213,616</u>	<u>I</u>	<u>See Footnotes<sup>(1)(2)(3)(4)(5)</sup></u>

**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				

**Explanation of Responses:**

- Jonathan S. Lavine, as the sole managing member of Sankaty Investors, LLC ("SI"), SI, as the sole general partner of Bain Capital V Mezzanine Partners, L.P. ("BCMP"), and BCMP, as the sole general partner of BCM Capital Partners, L.P. ("BCM") may each be deemed to share voting and dispositive power with respect to the 518,967 shares held by BCM. Mr. Lavine, SI and BCMP disclaim beneficial ownership of such shares except to the extent of their pecuniary interest therein.
- Jonathan S. Lavine, as the sole managing member of Sankaty Investors II, LLC ("SI II"), SI II, as the sole managing member of Sankaty High Yield Asset Investors II, LLC ("SAI II"), and SAI II, as the sole general partner of Sankaty High Yield Partners II, L.P. ("SP II") may each be deemed to share voting and dispositive power with respect to the 174,719 shares held by SP II. Mr. Lavine, SI II and SAI II disclaim beneficial ownership of such shares except to the extent of their pecuniary interest therein.
- Jonathan S. Lavine, as the sole managing member of Sankaty Investors III, LLC ("SI III"), SI III, as the sole managing member of Sankaty High Yield Asset Investors III, LLC ("SAI III"), and SAI III, as the sole general partner of Sankaty High Yield Partners III, L.P. ("SP III") may each be deemed to share voting and dispositive power with respect to the 174,719 shares held by SP III. Mr. Lavine, SI III and SAI III disclaim beneficial ownership of such shares except to the extent of their pecuniary interest therein.
- Jonathan S. Lavine, as the sole managing member of Sankaty Credit Member, LLC ("SC Member"), SC Member, as the sole managing member of Sankaty Credit Opportunities Investors, LLC ("SCO Investors"), and SCO Investors, as the sole general partner of Sankaty Credit Opportunities, L.P. ("SCO") may each be deemed to share voting and dispositive power with respect to the 174,719 shares held by SCO. Mr. Lavine, SC Member and SCO Investors disclaim beneficial ownership of such shares except to the extent of their pecuniary interest therein.
- Jonathan S. Lavine is a member of Bain Capital Investors, LLC ("BC I") which is (i) the general partner of Bain Capital Partners V, L.P. ("BCP V") and Bain Capital Partners IV, L.P. ("BCP IV"), which is in turn the sole general partner of Bain Capital Fund IV, L.P. ("Fund IV") and the managing partners of Information Partners ("IP"), (ii) the sole member of the mgt. committee of BCIP Associates ("BCIP") and BCIP Trust Associates, L.P. ("BCIPTA"), and (iii) the managing partner of each of BCIP Trust Associates II ("BCIPTA II") and BCIP Trust Associates II-B ("BCIPTA II-B"). Additionally, he and/or entities affiliated with him are partners of BCIP, BCIPTA and BCIPTA II. Accordingly, he, BC I and BC IV may be deemed to share voting and dispositive power with respect to the shares held by Fund IV, BCP V, IP, BCIP, BCIPTA, BCIPTA, II and BCIPTA II-B. Mr. Lavine, BCP IV, and BC I disclaim beneficial ownership of all such shares except to the extent of their pecuniary interest therein

**Remarks:**

(6) BCM Capital Partners, L.P., Sankaty High Yield Partners II, L.P., Sankaty High Yield Partners III, L.P., and Sankaty Credit Opportunities, L.P. are parties to a Stock Transfer Agreement dated as of March 23, 2003 and a Stockholder Selling Agreement dated as of August 2, 2004 and consequently may be considered to acting as a group with the other persons and entities party thereto. The Reporting Persons disclaim beneficial ownership of all such shares held by such parties and make this filing on behalf of themselves only.

/s/ Jonathan S. Lavine

08/03/2004

\*\* 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.

Pursuant to Instruction 5(b)(v) of the General Instructions to Form 3, this Form 3 is also being filed on behalf of the Reporting Persons set forth below. All of the information set forth in the attached Form 3 for Jonathan S. Lavine is the same for the Reporting Persons set forth below unless otherwise noted.

TABLE I: Non-Derivative Securities

Name and Address of Reporting Person	Amount or Number of Shares	Ownership Form of Derivative Security:	
		Direct (D) or Indirect (I)	Nature of Indirect Beneficial Ownership
BCM Capital Partners, L.P.	518,967	D	
Sankaty High Yield Partners II, L.P.	174,719	D	
Sankaty High Yield Partners III, L.P.	174,719	D	
Sankaty Credit Opportunities, L.P.	174,719	D	
Bain Capital Mezzanine Partners, L.P.	518,967	I	(2)
Sankaty High Yield Asset Investors II, LLC	174,719	I	(3)
Sankaty High Yield Asset Investors III, LLC	174,719	I	(4)
Sankaty Credit Opportunities Investors, LLC	174,719	I	(5)
Sankaty Investors, LLC	518,967	I	(2)
Sankaty Investors II, LLC	174,719	I	(3)
Sankaty Investors III, LLC	174,719	I	(4)
Sankaty Credit Member, LLC	174,719	I	(5)
Bain Capital Fund IV, L.P.	11,059,221	I	(6)
Information Partners	389,331	I	(6)
BCIP Associates	641,116	I	(6)
BCIP Trust Associates, L.P.	380,700	I	(6)
Bain Capital Partners V, L.P.	7,694,938	I	(6)
BCIP Trust Associates II	3,942	I	(6)
BCIP Trust Associates II-B	1,244	I	(6)

## Signature of Reporting Persons:

SANKATY INVESTORS, LLC, for itself, on behalf of itself in its capacity as general partner of Bain Capital V Mezzanine Partners, L.P., and on behalf of Bain Capital V Mezzanine Partners, L.P. in its capacity as general partner of BCM Capital Partners, L.P.

SANKATY INVESTORS II, LLC, for itself, on behalf of itself in its capacity as managing member of Sankaty High Yield Asset Investors II, LLC, and on behalf of Sankaty High Yield Asset Investors II, LLC in its capacity as general partner of Sankaty High Yield Partners II, L.P.

SANKATY INVESTORS III, LLC, for itself, on behalf of itself in its capacity as managing member of Sankaty High Yield Asset Investors III, LLC, and on behalf of Sankaty High Yield Asset Investors III, LLC in its capacity as general partner of Sankaty High Yield Partners III, L.P.

SANKATY CREDIT MEMBER, LLC, for itself, on behalf of itself in its capacity as managing member of Sankaty Credit Opportunities Investors, LLC, and on behalf of Sankaty Credit Opportunities Investors, LLC in its capacity as general partner of Sankaty Credit Opportunities, L.P.

By: /s/ Jonathan S. Lavine

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Name: Jonathan S. Lavine  
Title: Managing Director

By: /s/ Jonathan S. Lavine

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Jonathan S. Lavine