

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Canpartners Investments IV, LLC</u> (Last) (First) (Middle) 9665 WILSHIRE BOULEVARD SUITE 200 (Street) BEVERLY CA 90212 HILLS (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CMGI INC [CMGI]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 09/13/2004	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock ⁽¹⁾	09/13/2004		S		121,102	D	\$1.226	336,311	D	
Common Stock ⁽²⁾	09/13/2004		S		121,102	D	\$1.226	336,311	I	by Canpartners Investments IV, LLC
Common Stock ⁽³⁾	09/13/2004		S		130,529	D	\$1.226	362,452	D	
Common Stock ⁽⁴⁾	09/13/2004		S		130,529	D	\$1.226	362,452	I	by Enterprise Associates LLC, a subsidiary
Common Stock ⁽¹⁾	09/14/2004		S		92,319	D	\$1.2135	243,992	D	
Common Stock ⁽²⁾	09/14/2004		S		92,319	D	\$1.2135	243,992	I	by Canpartners Investments IV, LLC
Common Stock ⁽³⁾	09/14/2004		S		99,505	D	\$1.2135	262,947	D	
Common Stock ⁽⁴⁾	09/14/2004		S		99,505	D	\$1.2135	262,947	I	by Enterprise Associates LLC, a subsidiary
Common Stock ⁽⁵⁾	09/14/2004		M		8,176	A	\$0.45	0	D	
Common Stock ⁽⁵⁾	09/14/2004		S		8,176	D	\$1.2135	0	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V		Date Exercisable	Expiration Date						Title
Stock Option (right to buy) ⁽⁵⁾	\$0.45	09/14/2004		M		8,176	(6)	11/02/2004	Common Stock	8,176	\$0	0	D	

1. Name and Address of Reporting Person*

[Canpartners Investments IV, LLC](#)

(Last) (First) (Middle)

9665 WILSHIRE BOULEVARD
SUITE 200

(Street)

BEVERLY HILLS CA 90212

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[CANYON CAPITAL ADVISORS LLC](#)

(Last) (First) (Middle)

9665 WILSHIRE BOULEVARD
SUITE 200

(Street)

BEVERLY HILLS CA 90212

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Enterprise Associates LLC](#)

(Last) (First) (Middle)

C/O VENKON GROUP LLC
325 RIVERSIDE AVENUE

(Street)

WESTPORT CT 06880

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[IMS HEALTH INC](#)

(Last) (First) (Middle)

1499 POST ROAD

(Street)

FAIRFIELD CT 06824

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Stone Randy](#)

(Last) (First) (Middle)

83 VILES STREET

(Street)

WESTON MA 02493

(City) (State) (Zip)

Explanation of Responses:

1. These securities are owned by Canpartners Investments IV, LLC. The reporting person is a member of a Section 13(d) group that owns more than 10% of the issuer's outstanding common stock.
2. These securities are owned by Canpartners Investments IV, LLC ("CI"). Canyon Capital Advisors, LLC, the investment advisor to CI, is reporting indirect beneficial ownership of these securities and has the right to receive or the power to direct the receipt of dividends from, or the proceeds from, the sale of securities held by CI. CI is a member of a Section 13(d) group that owns more than 10% of the issuer's outstanding common stock.
3. These securities are owned by Enterprise Associates, LLC. The reporting person is a member of a Section 13(d) group that owns more than 10% of the issuer's outstanding common stock.
4. These securities are owned by Enterprise Associates, LLC. IMS Health Inc. is reporting indirect beneficial ownership of these securities. Enterprise Associates, LLC is a subsidiary of IMS Health Inc. Enterprise Associates, LLC is a member of a Section 13(d) group that owns more than 10% of the issuer's outstanding common stock.
5. These securities are owned by Randy Stone. The reporting person is a member of a Section 13(d) group that owns more than 10% of the issuer's outstanding common stock.
6. This option is fully vested and exercisable. This option was granted in substitution for, and in replacement of, an option with substantially similar terms previously granted by Modus Media, Inc. to the reporting person. This option was granted by the issuer in connection with the issuer's acquisition of Modus Media, Inc., which closed on August 2, 2004.

[/s/ Kevin P. Lanouette](#)
[\(pursuant to Power of Attorney\)](#)

[09/15/2004](#)

granted by Canpartners
Investments IV, LLC).

/s/ Kevin P. Lanouette
(pursuant to Power of Attorney. 09/15/2004
granted by Canyon Capital
Advisors LLC).

/s/ Kevin P. Lanouette
(pursuant to Power of Attorney. 09/15/2004
granted by Enterprise
Associates, LLC).

/s/ Kevin P. Lanouette
(pursuant to Power of Attorney. 09/15/2004
granted by IMS Health Inc.)

/s/ Kevin P. Lanouette
(pursuant to Power of Attorney. 09/15/2004
granted by Randy Stone).

** 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 4 (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.