

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-K/A

AMENDMENT NO. 1

FOR ANNUAL AND TRANSITION REPORTS PURSUANT TO SECTIONS 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934

(Mark One) (x)

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

For Fiscal Year Ended July 31, 2000

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

FOR THE TRANSITION PERIOD FROM \_\_\_\_\_ TO \_\_\_\_\_  
Commission File 000-23262

CMGI, Inc.

(Exact name of registrant as specified in its charter)  
Delaware 04-2921333

(STATE OR OTHER JURISDICTION OF INCORPORATION OR ORGANIZATION) (I.R.S. EMPLOYER NO.)  
100 BRICKSTONE SQUARE 01810  
ANDOVER, MASSACHUSETTS  
(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES) (ZIP CODE)

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

Securities registered pursuant to Section 12(b) of the Act: None

Securities registered pursuant to Section 12(g) of the Act:

(TITLE OF CLASS)  
COMMON STOCK, \$0.01 PAR VALUE

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes X No  
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Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. [ ]

The approximate aggregate market value of Common Stock held by non-affiliates of the Registrant was \$4,215,382,294 as of October 23, 2000.

On October 23, 2000, the Registrant had outstanding 318,919,613 shares of Common Stock, \$.01 par value.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the definitive proxy statement (the "Definitive Proxy Statement") to be filed with the Securities and Exchange Commission relative to the Company's 2000 Annual Meeting of Stockholders are incorporated by reference into Part III of this Report. Portions of Items 1 and 5 and Items 7 and 8 are incorporated by reference to the Company's 2000 Annual Report to Stockholders.

EXPLANATORY NOTE

This Amendment No. 1 to Annual Report on Form 10-K/A amends and restates Item 6 of Part I and Item 14 of Part IV of the Registrant's Annual Report on Form 10-K for the fiscal year ended July 31, 2000 as filed by the Registrant on October 30, 2000, and is being filed to correct a typographical error included therein.

PART II

ITEM 6. - SELECTED CONSOLIDATED FINANCIAL DATA

The information required by this Item is filed herewith as Exhibit 13.1 and is incorporated herein by reference.

PART IV

ITEM 14. - EXHIBITS, FINANCIAL STATEMENT SCHEDULES, AND REPORTS ON FORM 8-K

(A) Financial Statements, Financial Statement Schedule, and Exhibits

1. Financial Statements. The financial statements as set forth under Item 8 of this report on Form 10-K are incorporated herein by reference.
  - Consolidated Balance Sheets as of July 31, 2000 and 1999
  - Consolidated Statements of Operations for the three years ended July 31, 2000, 1999 and 1998
  - Consolidated Statements of Stockholders' Equity for the three years ended July 31, 2000, 1999 and 1998
  - Consolidated Statements of Cash Flows for the three years ended July 31, 2000, 1999 and 1998
  - Notes to Consolidated Financial Statements
  - Independent Auditors' Report
2. Financial Statement Schedule. Financial Statement Schedule II of the Company and the corresponding Report of Independent Auditors on Financial Statement Schedule were previously filed with this Report and are incorporated herein by reference.

All other financial statement schedules have been omitted since they are either not required, not applicable, or the information is otherwise included.
3. Exhibits. The Exhibits listed in the Exhibit Index immediately preceding such Exhibits are filed as part of this Annual Report on Form 10-K.

(B) Reports on Form 8-K

On May 10, 2000, the Company filed a Current Report on Form 8-K dated April 28, 2000 to report under Item 2 (Acquisition or Disposition of Assets) the acquisition by Engage, Inc. of Adsmart Corporation and Flycast Communications Corporation from the Company. No financial statements were filed with such report.

On May 25, 2000, the Company filed a Current Report on Form 8-K dated March 10, 2000 to report under Item 5 (Other Events) the acquisition by the Company of yesmail.com, inc. and uBid, Inc. No financial statements were filed with such report.

SIGNATURE  
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Pursuant to the requirements of Section 13 or 15 (d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

CMGI, INC.

Date: December 8, 2000 /s/ Andrew J. Hajducky III

-----  
Executive Vice President, Chief Financial Officer  
and Treasurer (Principal Financial and Accounting  
Officer)

EXHIBIT INDEX  
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- 2.1 Purchase and Contribution Agreement, dated as of June 29, 1999, by and among the Registrant, Compaq Computer Corporation, Digital Equipment Corporation, AltaVista Company and Zoom Newco Inc. is incorporated herein by reference to Exhibit 2.1 to the Registrant's Current Report on Form 8-K dated August 18, 1999 (File No. 000-23262).
- 2.2 Amendment No. 1 to Purchase and Contribution Agreement, dated as of August 18, 1999, by and among the Registrant, Compaq Computer Corporation, Digital Equipment Corporation, AltaVista Company and Zoom Newco Inc. is incorporated herein by reference to Exhibit 2.2 to the Registrant's Current Report on Form 8-K dated August 18, 1999 (File No. 000-23262).
- 2.3 Agreement and Plan of Merger, dated as of September 29, 1999, by and among the Registrant, Freemont Corporation and Flycast Communications Corporation is incorporated herein by reference to Annex A to the Proxy Statement/Prospectus which is part of the Registrant's Registration Statement on Form S-4 (File No. 333-92107).
- 2.4 Amended and Restated Agreement and Plan of Merger, dated as of September 20, 1999, by and among the Registrant, Artichoke Corp. and AdForce, Inc. is incorporated herein by reference to Annex A to the Proxy Statement/Prospectus which is part of the Registrant's Registration Statement on Form S-4 (File No. 333-92139).
- 2.5 Amendment No. 1 to Amended and Restated Agreement and Plan of Merger, dated as of January 10, 2000, by and among the Registrant, Artichoke Corp. and AdForce, Inc. is incorporated herein by reference to Exhibit 2.1 to the Registrant's Quarterly Report on Form 10-Q for the fiscal quarter ended January 31, 2000 (File No. 000-23262).
- 2.6 Agreement and Plan of Merger and Reorganization, dated as of December 14, 1999, by and among the Registrant, Mars Acquisition, Inc. and yesmail.com inc. is incorporated herein by reference to Annex A to the Proxy Statement/Prospectus which is part of the Registrant's Registration Statement on Form S-4 (File No. 333-95977).
- 2.7 Agreement and Plan of Merger and Contribution, dated January 19, 2000, by and among the Registrant, Engage, Inc., Adsmart Corporation, Flycast Communications Corporation and FCET Corp. is incorporated herein by reference to Exhibit 10.1 to Engage's Quarterly Report on Form 10-Q for the fiscal quarter ended January 31, 2000 (File No. 000-26671).
- 2.8 Agreement and Plan of Merger and Reorganization, dated as of February 9, 2000, by and among the Registrant, Senlix Corporation and uBid, Inc. is incorporated by reference to Annex A to the Proxy Statement/Prospectus which is part of the Registrant's Registration Statement on Form S-4 (File No. 333- 32158).
- 2.9 Agreement and Plan of Merger and Contribution by and among the Registrant, Engage Technologies, Inc., AK Acquisition Corp. and AdKnowledge Inc. dated as of September 23, 1999, as amended, is incorporated herein by reference to Exhibit 10.1 to Engage's Quarterly Report on Form 10-Q for the fiscal quarter ended October 31, 1999 (File No. 000-26671).
- 3.1 Restated Certificate of Incorporation of the Registrant is incorporated herein by reference to Exhibit 4.1 to the Registrant's Registration Statement on Form S-3 (File No. 333-85047).
- 3.2 Certificate of Designations, Preferences and Rights of Series D Preferred Stock of the Registrant is incorporated herein by reference to Exhibit 4.1 to the Registrant's Current Report on Form 8-K dated August 18, 1999 (File No. 000-23262).
- 3.3 Amendment of Restated Certificate of Incorporation of the Registrant, dated May 5, 2000 is incorporated herein by reference to Exhibit 3.1 to the Registrant's Quarterly Report on Form 10-Q for the fiscal quarter ended April 30, 2000 (File No. 000-23262).
- 3.4 Restated By-Laws of the Registrant, as amended, are incorporated herein by reference to Exhibit 3.3 of the Registrant's Registration Statement on Form S-4 (File No. 333-92107).
- 4.1 Specimen stock certificate representing the Registrant's Common Stock is incorporated herein by reference to Exhibit 4.1 of the Registrant's Annual Report on Form 10-K for the fiscal year ended July 31, 1999 (File No. 000-23262).

- 4.2 Promissory note, dated August 18, 1999, issued to Digital Equipment Corporation, in the principal amount of \$138,000,000 is incorporated herein by reference to Exhibit 4.2 to the Registrant's Current Report on Form 8-K dated August 18, 1999 (File No. 000-23262).
- 4.3 Promissory note, dated August 18, 1999, issued to Compaq Computer Corporation, in the principal amount of \$82,000,000 is incorporated herein by reference to Exhibit 4.3 to the Registrant's Current Report on Form 8-K dated August 18, 1999 (File No. 000-23262).
- 4.4 Form of senior indenture is incorporated herein by reference to Exhibit 4.1 to the Registrant's Registration Statement on Form S-3 (File No. 333-93005).
- 4.5 Form of subordinated indenture is incorporated herein by reference to Exhibit 4.2 to the Registrant's Registration Statement on Form S-3 (File No. 333-93005).
- 10.1\* 1986 Stock Option Plan, as amended, is incorporated herein by reference to Appendix IV to the Registrant's Definitive Schedule 14A filed November 17, 1999 (File No. 000-23262).
- 10.2\*! Amended and Restated 1995 Employee Stock Purchase Plan.
- 10.3\* 1995 Stock Option Plan for Non-Employee Directors, as amended, is incorporated herein by reference to Appendix III to the Registrant's Definitive Schedule 14A filed November 17, 1999 (File No. 000-23262).
- 10.4\* Amended and Restated 1999 Stock Option Plan for Non-Employee Directors is incorporated herein by reference to Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q for the fiscal quarter ended April 30, 2000 (File No. 000-23262).
- 10.5\* CMGI and Participating Subsidiaries Deferred Compensation Plan, is incorporated by reference to Exhibit 10.9 to the Registrant's Quarterly Report on Form 10-Q for the fiscal quarter ended January 31, 1999 (File No. 000-23262).
- 10.6\* Employment Agreement dated August 1, 1992, between the Registrant and David S. Wetherell is incorporated herein by reference to Exhibit 10.10 of the Registrant's Registration Statement on Form S-1 (File No. 33-71518).
- 10.7\* Amendment No. 1 to Employment Agreement, dated January 20, 1994, between the Registrant and David S. Wetherell is incorporated herein by reference to Exhibit 10.18 of the Registrant's Registration Statement on Form S-1 (File No. 33-71518).
- 10.8\* Amendment No. 2 to Employment Agreement, dated October 25, 1996, between the Registrant and David S. Wetherell is incorporated herein by reference to Exhibit 10.2 to the Registrant's Quarterly Report on Form 10-Q for the fiscal quarter ended October 31, 1996 (File No. 000-23262).
- 10.9\* Form of Director Indemnification Agreement (executed by the Registrant and each of David S. Wetherell, William H. Berkman, Harold F. Enright, Jr., Craig D. Goldman, Avram Miller and Robert J. Ranalli) is incorporated herein by reference to Exhibit 10.1 to the Registrant's Annual Report on Form 10-K for the fiscal year ended July 31, 1998 (File No. 000-23262).
- 10.10 Lease dated as of April 12, 1999 between Andover Mills Realty Limited Partnership and the Registrant for premises located at 100 Brickstone Square, Andover, Massachusetts is incorporated herein by reference to Exhibit 10.1 to the Registrant's Annual Report on Form 10-K for the fiscal year ended July 31, 1999 (File No. 000-23262).
- 10.11 Amendment No. 1 to Lease dated as of July 19, 1999 between Andover Mills Realty Limited Partnership and the Registrant for premises located at 100 Brickstone Square, Andover, Massachusetts is incorporated herein by reference to Exhibit 10.2 to the Registrant's Annual Report on Form 10-K for the fiscal year ended July 31, 1999 (File No. 000-23262).
- 10.12 Amendment No. 2 to Lease, dated as of November 12, 1999, between Andover Mills Realty Limited Partnership and the Registrant for premises located at 100 Brickstone Square, Andover, Massachusetts is incorporated herein by reference to Exhibit 10.6 to the Registrant's Quarterly Report on Form 10-Q for the fiscal quarter ended October 31, 1999 (File No. 000-23262).
- 10.13! Amendment No. 3 to Lease dated as of March 28, 2000 between Andover Mills Realty Limited Partnership and the Registrant for premises located at 100 Brickstone Square, Andover, Massachusetts.

- 10.14! Amendment No. 4 to Lease, dated as of May 11, 2000 between Andover Mills Realty Limited Partnership and the Registrant for premises located at 100 Brickstone Square, Andover, Massachusetts.
- 10.15 Lease Agreement by and between Carolina Blackhawk, LLC and Engage Technologies, Inc. dated October 1999, is incorporated herein by reference to Exhibit 10.3 to Engage's Quarterly Report on Form 10-Q for the quarter ended October 31, 1999 (File No. 000-26671).
- 10.16 Lease Agreement by and between TST 555/575 Market, L.L.C. as landlord and Engage, Inc. as tenant, dated December 22, 1999 is incorporated herein by reference to Exhibit 10.2 to Engage's Quarterly Report on Form 10-Q for the fiscal quarter ended January 31, 2000 (File No. 000-26671).
- 10.17 First Amendment to the Lease Agreement by and between TST 555/575 Market, L.L.C. as landlord and Engage as tenant, dated March 20, 2000 is incorporated herein by reference to Exhibit 10.4 to Engage's Quarterly Report on Form 10-Q for the fiscal quarter ended April 30, 2000 (File No. 000-26671).
- 10.18 Lease dated as of September 13, 1999 between Arastradero Property and AltaVista Company for premises located at 1070 Arastradero Road, Palo Alto, California is incorporated herein by reference to Exhibit 10.3 to the Registrant's Annual Report on Form 10-K for the fiscal year ended July 31, 1999 (File No. 000-23262).
- 10.19 Indenture of Lease dated as of August 16, 1999, between 622 Building Company LLC and iCAST, Inc. for premises located at 622 Third Avenue, New York, New York is incorporated herein by reference to Exhibit 10.4 to the Registrant's Annual Report on Form 10-K for the fiscal year ended July 31, 1999 (File No. 000-23262).
- 10.20 Lease, dated January 6, 1998, between the Medford Nominee Trust and SalesLink Corporation for premises located at 425 Medford Street, Boston, Massachusetts is incorporated herein by reference to Exhibit 10.2 to the Registrant's Quarterly Report on Form 10-Q for the fiscal quarter ended April 30, 1998 (File No. 000-23262).
- 10.21 Lease, dated September 1, 1998, between Cabot Industrial Properties, L.P. and SalesLink Corporation for premises at 6112 West 73rd Street, Bedford Park, Illinois is incorporated herein by reference to Exhibit 10.6 to the Registrant's Annual Report on Form 10-K for the fiscal year ended July 31, 1999 (File No. 000-23262).
- 10.22 Lease, dated June 30, 1995, between Windy Pacific Partners and Pacific Mailing Corporation for premises located at Lot #2, Dumbarton Business Center, Central Ave., Newark, California is incorporated herein by reference to Exhibit 10.7 to the Registrant's Annual Report on Form 10-K for the fiscal year ended July 31, 1999 (File No. 000-23262).
- 10.23 First Amendment to Lease Between Windy Pacific Partners and Pacific Mailing Corporation, dated May 28, 1996 for premises located at Lot #2, Dumbarton Business Center, Central Ave., Newark, California is incorporated herein by reference to Exhibit 10.8 to the Registrant's Annual Report on Form 10-K for the fiscal year ended July 31, 1999 (File No. 000-23262).
- 10.24 Lease, dated July 30, 1995, between Windy Pacific Partners and Pacific Mailing Corporation for premises located at Lot #3, Dumbarton Business Center, Central Ave., Newark, California is incorporated herein by reference to Exhibit 10.9 to the Registrant's Annual Report on Form 10-K for the fiscal year ended July 31, 1999 (File No. 000-23262).
- 10.25 First Amendment to Lease Between Windy Pacific Partners and Pacific Mailing Corporation, dated December 22, 1995 for premises located at Lot #3, Dumbarton Business Center, Central Ave., Newark, California is incorporated herein by reference to Exhibit 10.10 to the Registrant's Annual Report on Form 10-K for the fiscal year ended July 31, 1999 (File No. 000-23262).
- 10.26 Second Amendment to Lease Between Windy Pacific Partners and Pacific Mailing Corporation, dated May 28, 1996 for premises located at Lot #3, Dumbarton Business Center, Central Ave., Newark, California is incorporated herein by reference to Exhibit 10.11 to the Registrant's Annual Report on Form 10-K for the fiscal year ended July 31, 1999 (File No. 000-23262).
- 10.27 Third Amendment to Lease Between Windy Pacific Partners and Pacific Mailing Corporation, dated September 25, 1996 for premises located at Lot #3, Dumbarton Business Center, Central Ave., Newark, California is incorporated herein by reference to Exhibit 10.12 to the Registrant's Annual Report on Form 10-K for the fiscal year ended July 31, 1999 (File No. 000-23262).
- 10.28 Lease, dated September 25, 1996, between Windy Pacific Partners and Pacific Direct Marketing Corp. DBA Pacific Link for premises at Lot #4 Dumbarton Business Center, Central Ave., Newark, California is incorporated herein by reference to Exhibit 10.13 to the Registrant's Annual Report on Form 10-K for the fiscal year ended July 31, 1999 (File No. 000-23262).

- 10.29 Capital & Counties plc and Engage Technologies Limited underlease, dated April 27, 1999, is incorporated herein by reference to Exhibit 10.14 to Engage's Registration Statement on Form S-1 (File No. 333-78015).
- 10.30 Anthony & Co. Office Lease between Milkson Associates, LLC and Accipiter, Inc., dated April 9, 1997 is incorporated herein by reference to Exhibit 10.15 to Engage's Registration Statement on Form S-1 (File No. 333-78015).
- 10.31 Amendment to Lease Agreement between Milkson Associates, LLC and Accipiter, Inc. dated November 5, 1997 is incorporated herein by reference to Exhibit 10.16 to Engage's Registration Statement on Form S-1 (File No. 333-78015).
- 10.32 Lease dated as of March, 1997 by and between William J. Callahan and William J. Callahan, Jr., as trustees of Andover Park Realty Trust, and the Registrant is incorporated herein by reference to Exhibit 10.5 to NaviSite's Registration Statement on Form S-1 (File No. 333-83501).
- 10.33 Lease dated as of May 14, 1999 by and between 400 River Limited Partnership and NaviSite, Inc. is incorporated herein by reference to Exhibit 10.6 to NaviSite's Registration Statement on Form S-1 (File No. 333-83501).
- 10.34 Lease made as of April 30, 1999 by and between CarrAmerica Realty Corporation and NaviSite, Inc. is incorporated herein by reference to Exhibit 10.7 to NaviSite's Registration Statement on Form S-1 (File No. 333-83501).
- 10.35! Lease made as of August 31, 2000 by and between Industrial Developments International (Tennessee), L.P. and SalesLink Corporation for premises located at 6100 Holmes Road, Suite 101, Memphis, Tennessee.
- 10.36! Lease dated March 14, 2000 by and between CMGI (UK) Limited and Britel Fund Trustees Limited for premises (third floor) located at Prospect House, 80 to 110 New Oxford Street London WC1.
- 10.37! Lease dated March 14, 2000 by and between CMGI (UK) Limited and Britel Fund Trustees Limited for premises (fourth floor) located at Prospect House, 80 to 110 New Oxford Street London WC1.
- 10.38! Lease dated March 14, 2000 by and between CMGI (UK) Limited and Britel Fund Trustees Limited for premises (fifth floor) located at Prospect House, 80 to 110 New Oxford Street London WC1.
- 10.39! Indenture of Lease made as of March 2000 by and between the Registrant and 622 Building Company LLC for premises located at 622 Third Avenue, New York, NY.
- 10.40! Lease dated as of February 4, 2000 by and between the Registrant and TST 555/575 Market, L.L.C. for premises located at 575 Market Street, San Francisco, California.
- 10.41! First Amendment to Lease dated as of February 29, 2000 by and between the Registrant and TST 555/575 Market, L.L.C. for premises located at 575 Market Street, San Francisco, California.
- 10.42! Lease dated May 9, 2000 by and between CMGI (UK) Limited and SA Daffodil for premises located at 43-45-47 Avenue de la Grande Armee, 22-24 rue Chalgrin, Paris, France.
- 10.43! Lease dated September 22, 2000 by and between CMGI (UK) Limited and DIFA for premises located at Chilehaus, Fischertwiete 2, 20095 Hamburg.
- 10.44 Share Exchange Agreement, dated as of September 22, 1999, by and between the Registrant and Pacific Century CyberWorks Limited is incorporated herein by reference to Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q for the fiscal quarter ended October 31, 1999 (File No. 000-23262).
- 10.45 Registration Rights Agreement, dated as of November 29, 1999, by and between the Registrant and Pacific Century CyberWorks Limited is incorporated herein by reference to Exhibit 10.2 to the Registrant's Quarterly Report on Form 10-Q for the fiscal quarter ended October 31, 1999 (File No. 000-23262).
- 10.46 Stock Purchase Agreement, dated as of June 19, 2000, by and among the Registrant, Engage, Inc. and Compaq Computer Corporation is incorporated herein by reference to Exhibit 1 to the Registrant's Schedule 13D/A, dated June 19, 2000 (File No. 005-58487).

- 10.47 Common Stock Purchase Agreement, dated as of June 8, 2000, by and between the Registrant and NaviSite, Inc. is incorporated herein by reference to Exhibit 10.1 to NaviSite's Quarterly Report on Form 10-Q for the fiscal quarter ended April 30, 2000 (File No. 000-27597).
- 10.48 Securities Purchase Agreement, dated December 21, 1998, by and among the Registrant and RGC International Investors, LDC and RGC Investments II, L.P. is incorporated herein by reference to Exhibit 99.1 to the Registrant's Current Report on Form 8-K dated December 22, 1998 (File No. 000-23262).
- 10.49 Registration Rights Agreement, dated December 21, 1998, by and among the Registrant and RGC International Investors, LDC and RGC Investments II, L.P. is incorporated herein by reference to Exhibit 99.2 to the Registrant's Current Report on Form 8-K dated December 22, 1998 (File No. 000-23262).
- 10.50 Securities Purchase Agreement, dated as of June 29, 1999, by and among the Registrant and the investors named therein is incorporated herein by reference to Exhibit 99.1 to the Registrant's Current Report on Form 8-K dated June 29, 1999 (File No. 000-23262).
- 10.51 Registration Rights Agreement, dated as of June 29, 1999 by and among the Registrant and the investors named therein is incorporated herein by reference to Exhibit 99.2 to the Registrant's Current Report on Form 8-K dated June 29, 1999 (File No. 000-23262).
- 10.52 CMG Stock Purchase Agreement, dated as of December 10, 1996 by and between the Registrant and Microsoft Corporation is incorporated herein by reference to Exhibit 99.1 to the Registrant's Current Report on Form 8-K dated January 31, 1997 (File No. 000-23262).
- 10.53 Common Stock Purchase Agreement dated as of December 19, 1997 by and between the Registrant and Intel Corporation is incorporated herein by reference to Exhibit 99.1 to the Registrant's Current Report on Form 8-K dated December 19, 1997 (File No. 000-23262).
- 10.54 Common Stock Purchase Agreement dated as of February 15, 1998 by and between the Registrant and Sumitomo Corporation is incorporated herein by reference to Exhibit 99.1 to the Registrant's Current Report on Form 8-K dated February 27, 1998 (File No. 000-23262).
- 10.55\* CMG @Ventures, Inc. Deferred Compensation Plan is incorporated herein by reference to Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q for the fiscal quarter ended April 30, 1997 (File No. 000-23262).
- 10.56\* CMG @Ventures I, LLC Limited Liability Company Agreement, dated December 18, 1997 is incorporated herein by reference to Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q for the fiscal quarter ended April 30, 1998 (File No. 000-23262).
- 10.57\* CMG @Ventures II, LLC Operating Agreement, dated as of February 26, 1998 is incorporated herein by reference to Exhibit 10.69 to the Registrant's Annual Report on Form 10-K for the fiscal year ended July 31, 1998 (File No. 000-23262).
- 10.58\* Summary of Management's Interests in the @Ventures III Venture Capital Funds is incorporated herein by reference to Exhibit 10.45 to the Registrant's Annual Report on Form 10-K for the fiscal year ended July 31, 1999 (File No. 000-23262).
- 10.59\* Limited Liability Company Agreement of CMG @Ventures III, LLC, dated August 7, 1998 is incorporated herein by reference to Exhibit 10.46 to the Registrant's Annual Report on Form 10-K for the fiscal year ended July 31, 1999 (File No. 000-23262).
- 10.60\* Agreement of Limited Partnership of @Ventures III, L.P., dated August 7, 1998 is incorporated herein by reference to Exhibit 10.47 to the Registrant's Annual Report on Form 10-K for the fiscal year ended July 31, 1999 (File No. 000-23262).
- 10.61\* Amendment No. 1 to the Agreement of Limited Partnership of @Ventures III, L.P., dated August 7, 1998 is incorporated herein by reference to Exhibit 10.48 to the Registrant's Annual Report on Form 10-K for the fiscal year ended July 31, 1999 (File No. 000-23262).
- 10.62\* Agreement of Limited Partnership of @Ventures Foreign Fund III, L.P., dated December 22, 1998 is incorporated herein by reference to Exhibit 10.49 to the Registrant's Annual Report on Form 10-K for the fiscal year ended July 31, 1999 (File No. 000-23262).



- 10.63\* Amendment No. 1 to the Agreement of Limited Partnership of @Ventures Foreign Fund III, L.P., dated December 22, 1998 is incorporated herein by reference to Exhibit 10.50 to the Registrant's Annual Report on Form 10-K for the fiscal year ended July 31, 1999 (File No. 000-23262).
- 10.64\*! Agreement of Limited Partnership of @Ventures Expansion Fund, L.P., dated as of February 25, 2000.
- 10.65\*! Agreement of Limited Partnership of @Ventures Foreign Expansion Fund, L.P., dated as of March 8, 2000.
- 10.66\*! Limited Liability Company Agreement of @Ventures Expansion Partners, LLC, dated as of February 10, 2000.
- 10.67\*! Limited Liability Company Agreement of CMG@Ventures Expansion, LLC, dated as of February 10, 2000.
- 13.1 Selected Consolidated Financial Data.
- 13.2! Portions of the Registrant's 2000 Annual Report to Stockholders (MD&A) (which is not deemed to be "filed" except to the extent that portions thereof are expressly incorporated by reference in this Annual Report on Form 10-K).
- 13.3! Portions of the Registrant's 2000 Annual Report to Stockholders (Audited Financial Statements) (which is not deemed to be "filed" except to the extent that portions thereof are expressly incorporated by reference in this Annual Report on Form 10-K).
- 21! Subsidiaries of the Registrant.
- 23! Consent of Independent Auditors.
- 27! Financial Data Schedule for the fiscal years ended July 31, 2000 and 1999.

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\* Management contract or compensatory plan or arrangement filed in response to Item 14(a)(3) of the instructions to Form 10-K.

! Previously filed.

## SELECTED CONSOLIDATED FINANCIAL DATA

SELECTED CONSOLIDATED FINANCIAL DATA - The following table sets forth selected consolidated financial information of the Company for the five years in the period ended July 31, 2000. The following selected consolidated financial data should be read in conjunction with "Management's Discussion and Analysis of Results of Operations" and the Company's consolidated financial statements and notes to those statements included elsewhere or incorporated by reference in this report. The following consolidated financial data includes the results of operations (from dates of acquisition) of the Company's fiscal 1997 acquisition of Pacific Direct Marketing Corporation, the fiscal 1998 acquisitions of Accipiter, Inc., InSolutions, Inc., Servercast Communications, LLC and On-Demand Solutions, Inc., the fiscal 1999 acquisitions of Magnitude Network, Inc., 2CAN Media, Inc., Internet Profiles Corporation, Activerse, Inc., Nascent Technologies, Inc., Netwright, LLC and Digiband, Inc. and the fiscal 2000 acquisitions AltaVista Company, AdForce, Inc., Flycast Communications Corporation, yesmail.com, inc., Tallan, Inc., uBid, Inc. and eighteen other companies. See Note 8 to the Company's consolidated financial statements for further information concerning these acquisitions. The historical results presented herein are not necessarily indicative of future results.

	Years ended July 31,				
	2000	1999	1998	1997	1996
	----	----	----	----	----
(in thousands, except per share data)					
Consolidated Statement of Operations Data:					
Net revenue	\$ 898,050	\$ 186,389	\$ 92,197	\$ 67,306	\$ 20,873
Cost of revenue	737,264	179,553	83,021	42,116	14,353
Research and development expenses	153,974	22,253	19,108	17,767	5,412
In-process research and development expenses	65,683	6,061	10,325	1,312	2,691
Selling, general and administrative expenses	694,056	89,054	46,909	45,777	16,812
Amortization of intangible assets and stock-based compensation	1,436,880	16,127	3,093	1,254	--
Operating loss	(2,189,807)	(126,659)	(70,259)	(40,920)	(18,395)
Interest income (expense), net	(15,096)	269	(870)	1,749	2,691
Gains on issuance of stock by subsidiaries and affiliates	80,387	130,729	46,285	--	19,575
Other gains, net	525,265	758,312	96,562	27,140	30,049
Other income (expense), net	113,385	(13,406)	(12,899)	(769)	(746)
Income tax benefit (expense)	121,173	(325,402)	(31,555)	(2,034)	(17,566)
Income (loss) from continuing operations	(1,364,693)	423,843	27,264	(14,834)	15,608
Discontinued operations, net of income taxes	--	52,397	4,640	(7,193)	(1,286)
Net income (loss)	(1,364,693)	476,240	31,904	(22,027)	14,322
Preferred stock accretion and amortization of discount	(11,223)	(1,662)	--	--	--
Net income (loss) available to common stockholders	\$ (1,375,916)	\$ 474,578	\$ 31,904	\$ (22,027)	\$ 14,322
Diluted earnings (loss) per share:					
Earnings (loss) from continuing operations	\$ (5.26)	\$ 2.05	\$ 0.15	\$ (0.10)	\$ 0.10
Discontinued operations	--	0.25	0.03	(0.05)	(0.01)
Net earnings (loss)	\$ (5.26)	\$ 2.30	\$ 0.18	\$ (0.15)	\$ 0.09
Shares used in computing diluted earnings (loss) per share	261,555	206,832	180,120	150,864	154,912
Consolidated Balance Sheet Data:					
Working capital	\$ 1,110,105	\$ 1,381,005	\$ 12,784	\$ 38,554	\$ 72,009
Total assets	8,557,107	2,404,594	259,818	146,248	106,105
Long-term obligations	278,968	34,867	5,801	16,754	514
Redeemable preferred stock	383,140	411,283	--	--	--
Stockholders' equity	5,785,802	1,062,461	133,136	29,448	53,992