

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT UNDER
THE SECURITIES ACT OF 1933

CMGI, INC.

(Exact Name of Registrant as Specified in Its Charter)

DELAWARE
(State or Other Jurisdiction of
Incorporation or Organization)

04-2921333
(I.R.S. Employer
Identification Number)

100 BRICKSTONE SQUARE, ANDOVER, MASSACHUSETTS 01810
(Address of Principal Executive Offices) (Zip Code)

BDS BUSINESS CENTER, INC. STOCK OPTION AND PERFORMANCE INCENTIVE PLAN
BDS BUSINESS CENTER, INC. 1999 STOCK OPTION AND INCENTIVE PLAN

(Full Titles of the Plans)

DAVID S. WETHERELL
PRESIDENT AND CHIEF EXECUTIVE OFFICER
CMGI, INC.
100 BRICKSTONE SQUARE
ANDOVER, MASSACHUSETTS 01810
(Name and Address of Agent for Service)

(978) 684-3600
(Telephone Number, Including Area Code, of Agent for Service)

Copies to:

WILLIAM WILLIAMS II, ESQ.
VICE PRESIDENT AND GENERAL COUNSEL
CMGI, INC.
100 BRICKSTONE SQUARE
ANDOVER, MASSACHUSETTS 01810

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, \$.01 par value (1)	416,553 shares	\$0.70	\$291,209.28	\$76.88
	1,088,347 shares	\$3.76	\$4,089,600.26	\$1,079.65
	245,897 shares	\$17.07	\$4,197,339.79	\$1,108.10
	15,004 shares	\$30.59	\$458,894.76	\$121.15
	63,950 shares	\$99.04	\$6,333,474.68	\$1,672.04
Total:	1,829,751 shares			\$4,057.82

- (1) All of such shares are issuable upon the exercise of outstanding options to purchase the number of shares at the exercise price listed above. Pursuant to Rule 457(h)(1), the aggregate offering price and the fee have been computed upon the basis of the price at which the options may be exercised.

PART I. INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The documents containing the information specified in Part I will be sent or given to employees as specified by Rule 428(b)(1). Such documents are not being filed with the Securities and Exchange Commission (the "Commission") either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424. Such documents and the documents incorporated by reference in this Registration Statement pursuant to Item 3 of Part II of this Form, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

PART II. INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

The Registrant is subject to the informational and reporting requirements of Sections 13(a), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and in accordance therewith files reports, proxy statements and other information with the Securities and Exchange Commission (the "Commission"). The following documents, which are on file with the Commission, are incorporated in this Registration Statement by reference:

- (1) Annual Report on Form 10-K for the fiscal year ended July 31, 1999.
- (2) Quarterly Reports on Form 10-Q for the quarters ended October 31, 1999 and January 31, 2000.
- (3) Current Reports on Form 8-K filed on August 12, 1999 (as amended on November 1, 1999 and further amended on November 17, 1999); September 2, 1999; September 3, 1999; September 27, 1999; October 1, 1999; December 17, 1999; January 24, 2000; February 22, 2000; March 3, 2000; March 9, 2000; and March 10, 2000.
- (4) The description of Common Stock contained in the Registration Statement on Form 8-A filed on January 11, 1994.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all shares of Common Stock offered hereby have been sold or which deregisters all shares of Common Stock then remaining unsold, shall be deemed to be incorporated by reference herein and to be part hereof from the date of the filing of such documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 4. Description of Securities

Not applicable.

Item 5. Interests of Named Experts and Counsel

The legality of the Common Stock being offered hereby will be passed for the Registrant by Skadden, Arps, Slate, Meagher & Flom LLP, Boston, Massachusetts.

Item 6. Indemnification of Directors and Officers

Section 145 of the Delaware General Corporation Law grants the Registrant the power to indemnify each person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative by reason of the fact that he is or was a director, officer, employee or agent of the Registrant, or is or was serving at the request of the Registrant as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the

best interests of the Registrant, and with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful; provided, however, no indemnification shall be made in connection with any proceeding brought by or in the right of the Registrant where the person involved is adjudged to be liable to the Registrant except to the extent approved by a court. Article NINTH of the Registrant's Restated Certificate of Incorporation and Article VII of the Registrant's Restated By-laws provide that the Registrant shall, to the fullest extent permitted by applicable law, indemnify each person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding by reason of the fact that he is or was, or has agreed to become, a director or officer of the Registrant, or is or was serving at the written request of the Registrant, as a director, officer or trustee of, or in a similar capacity with, another corporation, partnership, joint venture, trust, or other enterprise. The indemnification provided for in each of Article NINTH and Article VII is expressly not exclusive of any other rights to which those seeking indemnification may be entitled under any law, agreement, or vote of stockholders or disinterested directors or otherwise, and shall inure to the benefit of the heirs, executors, and administrators of such persons. Article VII also provides that the Registrant shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Registrant, or is or was serving at the request of the Registrant, as a director, trustee, partner, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against and incurred by such person in any such capacity.

Pursuant to Section 102(b)(7) of the Delaware General Corporation Laws, Article EIGHTH of the Registrant's Restated Certificate of Incorporation eliminates a director's personal liability for monetary damages to the Registrant and its stockholders for breaches of fiduciary duty as a director, except in circumstances involving a breach of a director's duty of loyalty to the Registrant or its stockholders, acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, self-dealing, or the unlawful payment of dividends or repurchase of stock.

The Registrant maintains an insurance policy on behalf of itself and certain of its subsidiaries, and on behalf of the directors and officers thereof, covering certain liabilities which may arise as a result of the actions of the directors and officers.

The Registrant has entered into agreements with all of its directors affirming the Registrant's obligation to indemnify them to the fullest extent permitted by law and providing various other protections.

Item 7. Exemption from Registration Claimed

Not applicable.

Item 8. Exhibits

The Exhibit Index immediately preceding the exhibits is incorporated herein by reference.

Item 9. Undertakings

1. The undersigned Registrant hereby undertakes:

- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:
 - (i) To include any prospectus required by Section 10(a)(3) of the Securities Act;
 - (ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high and of the estimated

maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement; and (iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement; provided, however, that paragraphs (a) (1) (i) and (a) (1) (ii) do not apply if this Registration Statement is on Form S-3, Form S-8 or Form F-3, and the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the Registration Statement.

- (2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
- (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

2. The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act of 1934) that is incorporated by reference in the Registration Statement shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

3. Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, hereunto duly authorized, in the Town of Andover, Commonwealth of Massachusetts on this 31st day of March, 2000.

CMGI, INC.

By: /s/ David S. Wetherell

David S. Wetherell
Chairman of the Board, President and
Chief Executive Officer

POWER OF ATTORNEY

We, the undersigned officers and directors of CMGI, Inc. hereby severally constitute David S. Wetherell, Andrew J. Hajducky, III and William Williams II, and each of them singly, our true and lawful attorneys with full power to them, and each of them singly, to sign for us and in our names in the capacities indicated below, the Registration Statement on Form S-8 filed herewith and any and all subsequent amendments to said Registration Statement, and generally to do all such things in our names and behalf in our capacities as officers and directors to enable CMGI, Inc. to comply with all requirements of the Securities and Exchange Commission, hereby ratifying and confirming our signatures as they may be signed by said attorneys, or any of them, to said Registration Statement and any and all amendments thereto.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
/s/ David S. Wetherell ----- David S. Wetherell	Chairman of the Board of Directors, President and Chief Executive Officer (Principal Executive Officer)	March 31, 2000
/s/ Andrew J. Hajducky, III ----- Andrew J. Hajducky, III	Executive Vice President, Chief Financial Officer and Treasurer (Principal Financial and Accounting Officer)	March 31, 2000
/s/ William Berkman ----- William Berkman	Director	March 31, 2000
/s/ Craig Goldman ----- Craig Goldman	Director	March 31, 2000
/s/ Avram Miller ----- Avram Miller	Director	March 31, 2000
/s/ Robert Ranalli ----- Robert Ranalli	Director	March 31, 2000
/s/ William D. Strecker ----- William D. Strecker	Director	March 31, 2000

EXHIBIT INDEX

Exhibit Number -----	Description -----
4.1	Specimen Certificate of Common Stock, \$.01 par value per share, of the Registrant is incorporated herein by reference to Exhibit 4.1 to the Registrant's Annual

- 5 Opinion of Skadden, Arps, Slate, Meagher & Flom LLP
- 23.1 Consent of Skadden, Arps, Slate, Meagher & Flom LLP
(included in Exhibit 5)
- 23.2 Consent of KPMG LLP, independent accountants
- 23.3 Consent of PricewaterhouseCoopers LLP, independent
accountants
- 23.4 Consent of PricewaterhouseCoopers LLP, independent
accountants
- 23.5 Consent of Singer Lewak Greenbaum & Goldstein LLP,
independent accountants
- 23.6 Consent of Deloitte & Touche LLP, independent
accountants
- 23.7 Consent of Arthur Andersen LLP, independent accountants
- 24 Power of Attorney (included in the signature pages of
this Registration Statement)

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
One Beacon Street
Boston, Massachusetts 02108-3194

Telephone No.: (617) 573-4800
Facsimile No.: (617) 573-4822

March 31, 2000

CMGI, Inc.
100 Brickstone Square
Andover, Massachusetts 01810

Re: BDS Business Center, Inc. Stock Option and Performance Incentive Plan
BDS Business Center, Inc. 1999 Stock Option and Incentive Plan

Ladies and Gentlemen:

We have acted as special counsel to CMGI, Inc., a Delaware corporation (the "Company"), in connection with the registration under the Securities Act of 1933, as amended (the "Act"), of an aggregate of 1,829,751 shares of the Company's common stock, par value \$0.01 per share ("Common Stock"), issuable pursuant to the BDS Business Center, Inc. Stock Option and Performance Incentive Plan and the BDS Business Center, Inc. 1999 Stock Option and Incentive Plan (together, the "Plans"). The Plans provide for the grant of stock options ("Options") to officers and employees of the Company.

This opinion is being furnished in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Act.

In connection with this opinion, we have examined originals or copies, certified or otherwise identified to our satisfaction, of (i) the Registration Statement on Form S-8, as filed with the Securities and Exchange Commission (the "Commission") on the date hereof under the Act (the "Registration Statement"); (ii) a specimen certificate representing the Common Stock; (iii) the Restated Certificate of Incorporation of the Company, as presently in effect; (iv) the Amended and Restated By-Laws of the Company, as presently in effect; (v) certain resolutions of the Board of Directors of the Company relating to the Plans; and (vi) the Plans. We have also examined originals or copies, certified or otherwise identified to our satisfaction, of such records of the Company and such other documents, certificates and records as we have deemed necessary or appropriate as a basis for the opinions set forth herein.

In our examination, we have assumed the legal capacity of all natural persons, the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified, conformed or photostatic copies and the authenticity of the originals of such copies. In making our examination of documents executed or to be executed by parties other than the Company, we have assumed that such parties had or will have the power, corporate or other, to enter into and perform all obligations thereunder and have also assumed the due authorization by all requisite action, corporate or other, and execution and delivery by such parties of such documents and the validity and binding effect thereof on such parties. As to any facts material to the opinions expressed herein which we have not independently established or verified, we have relied upon statements and representations of officers and other representatives of the Company and others. We have assumed that each award agreement setting forth the terms of each grant of options or other awards under the Plans will be consistent with the Plans and will be duly authorized and validly executed and delivered by the parties thereto, and that the consideration received by the Company for the Common Stock delivered pursuant to the Plans will be in an amount at least equal to the par value of such Common Stock.

Members of our firm are admitted to the bar in the State of Delaware, and we do not express any opinion as to the laws of any other jurisdiction.

Based upon and subject to the foregoing, we are of the opinion that the shares of Common Stock have been duly authorized for issuance by the Company and, when such shares of Common Stock are issued upon exercise of Options in accordance with the terms of the Plans, such shares of Common Stock will be validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion with the Commission as an exhibit to the Registration Statement. We also consent to the reference to our firm under the caption "Interests of Named Experts and Counsel" in the Registration Statement. In giving this consent, we do not thereby admit that we are included in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission.

Very truly yours,

/s/ SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

CONSENT OF INDEPENDENT ACCOUNTANTS

The Board of Directors
CMGI, Inc.

We consent to the use of our reports incorporated herein by reference.

/s/ KPMG LLP

KPMG LLP
Boston, Massachusetts
March 31, 2000

CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated as follows:

- o June 29, 1999 relating to the financial statements of AltaVista,
- o April 2, 1999 relating to the financial statements of Zip2 Corporation, and
- o June 9, 1999, except as to Note 12, which is as of July 2, 1999, relating to the financial statements of Shopping.com

which appear in the Current Report on Form 8-K of CMGI, Inc. dated June 29, 1999.

/s/ PricewaterhouseCoopers LLP

PricewaterhouseCoopers LLP
San Jose, California
March 31, 2000

CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated January 25, 2000 relating to the financial statements of Tallan, Inc., which appears in the Current Report on Form 8-K of CMGI, Inc. dated March 9, 2000.

/s/ PricewaterhouseCoopers LLP

PricewaterhouseCoopers LLP
Hartford, Connecticut
March 31, 2000

CONSENT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

We hereby consent to the incorporation by reference in this Registration Statement of CMGI, Inc. on Form S-8 of our report, dated June 17, 1997, except for Note 6, for which the date is June 9, 1999, relating to the financial statements of Shopping.com which appear in Form 8-K of CMGI, Inc. dated June 29, 1999.

/s/ SINGER LEWAK GREENBAUM & GOLDSTEIN LLP

SINGER LEWAK GREENBAUM & GOLDSTEIN LLP
Los Angeles, California
March 31, 2000

INDEPENDENT AUDITORS' CONSENT

We consent to the incorporation by reference in this Registration Statement of CMGI, Inc. on Form S-8 of our report dated October 18, 1999, accompanying the consolidated financial statements of Flycast Communications Corporation and subsidiary as of December 31, 1997 and 1998, and for each of the three years in the period ended December 31, 1998, included in the Current Report on Form 8-K of CMGI, Inc. dated December 17, 1999.

/s/ Deloitte & Touche LLP

Deloitte & Touche LLP
San Jose, California
March 31, 2000

CONSENT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

As independent certified public accountants, we hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report on yesmail.com, inc. dated February 4, 2000, included in CMGI, Inc.'s Form 8K and to all references to our Firm included in this Registration Statement.

/s/ ARTHUR ANDERSEN LLP

ARTHUR ANDERSEN LLP
Chicago, Illinois
March 30, 2000