SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q/A

AMENDMENT NO. 1

(Mark One)

(X) QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarter ended April 30, 2000

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

Commission File Number 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 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)

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

Number of shares outstanding of the issuer's common stock, as of June 9, 2000

Class	Number of shares outstanding
Common Stock, par value $.01 per share	295,233,577

EXPLANATORY NOTE

This Amendment No. 1 to Quarterly Report on Form 10-Q/A amends and restates Item 1 of Part I of the Registrant's Quarterly Report on Form 10-Q for the fiscal quarter ended April 30, 2000 as filed by the Registrant on June 14, 2000, and is being filed to correct a typographical error in the column headings in the Consolidated Balance Sheets included therein.

PART I -- FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

CMGI, Inc. and Subsidiaries
Consolidated Balance Sheets

(in thousands, except share and per share amounts)

	April 30, 2000 (Unaudited)	July 31, 1999
ASSETS		
Current assets:		
Cash and cash equivalents	$ 674,288	$ 468,912
Available-for-sale securities	1,381,481	1,532,327
Accounts receivable, trade, less allowance for doubtful accounts	213,576	41,794
Inventories	40,209	8,367
Prepaid expenses and other current assets	55,323	5,934
Total current assets	2,364,877	2,057,334
Property and equipment, net	219,894	24,832
Investments in affiliates	587,019	44,623
Goodwill and other intangible assets, net of accumulated amortization	5,552,796	149,703
Deferred income taxes	17,167	--
Other assets	197,618	128,102
	$8,939,371	$2,404,594
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Notes payable	$ 436,901	$ 20,000
Current installments of long-term debt	16,265	5,258
Accounts payable and accrued expenses	408,429	74,371
Accrued income taxes	40,713	11,777
Deferred income taxes	476,755	508,348
Deferred revenues	29,597	6,726
Other current liabilities	51,978	49,849
Total current liabilities	1,460,638	676,329
Long-term debt, less current installments	229,952	15,060
Long-term deferred revenues	1,050	1,509
Deferred income taxes	--	35,140
Other long-term liabilities	52,454	18,298
Minority interest	573,141	184,514
Commitments and contingencies		
Preferred stock, $0.01 par value. Authorized 5,000,000 shares; issued 35,000 shares Series B convertible, redeemable preferred stock at July 31, 1999, conversion premium at 4% per annum and issued 375,000 Series C convertible, redeemable preferred stock at April 30, 2000 and July 31, 1999, dividend at 2% per annum; both carried at liquidation value	381,250	411,283
Stockholders' equity:		
Common stock, $0.01 par value per share. Authorized 400,000,000 shares; issued and outstanding 293,303,274 shares at April 30, 2000 and 191,168,280 shares at July 31, 1999	2,933	1,912
Additional paid-in capital	6,002,145	234,273
Deferred compensation	(34,116)	(180)
Retained earnings (deficit)	(222,257)	518,102
	5,748,705	754,107
Accumulated other comprehensive income	492,181	308,354
Total stockholders' equity	6,240,886	1,062,461
	$8,939,731	$2,404,594

see accompanying notes to interim unaudited consolidated financial statements

CMGI, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS
(unaudited)
(in thousands, except per share amounts)

	Three months ended April 30, 2000	Three months ended April 30, 1999	Nine months ended April 30, 2000	Nine months ended April 30, 1999
Net revenue	$ 225,878	$ 43,655	$ 503,078	$120,032
Operating expense:				
Cost of revenue	181,052	42,167	410,974	114,911
Research and development	49,671	5,008	101,283	15,510
In-process research and development	41,220	4,500	45,937	4,500
Selling	128,912	11,268	314,150	26,410
General and administrative	58,618	9,762	126,843	25,931
Amortization of intangible assets and stock-based compensation	481,987	5,017	905,857	8,034
Total operating expenses	941,460	77,722	1,905,044	195,296
Operating loss	(715,582)	(34,067)	(1,401,966)	(75,264)
Other income (deductions):				
Interest income	14,430	852	30,950	2,159
Interest expense	(12,987)	(1,062)	(26,517)	(3,295)
Other gains, net	213,537	--	428,035	94,692
Gain on issuance of stock by subsidiaries and affiliates	19,988	859	71,927	49,626
Equity in losses of affiliates	(10,290)	(3,553)	(15,719)	(13,101)
Minority interest, net	55,980	275	110,844	479
	280,658	(2,629)	599,520	130,560
Income (loss) from continuing operations before income taxes	(434,924)	(36,696)	(802,446)	55,296
Income tax expense (benefit)	(6,885)	(9,473)	(71,420)	30,981
Income (loss) from continuing operations	(428,039)	(27,223)	(731,026)	24,315
Discontinued operations, net of income taxes:				
Loss from operations of lists and database services segment	--	(527)	--	(806)
Net income (loss)	(428,039)	(27,750)	(731,026)	23,509
Preferred stock accretion and amortization of discount	(2,170)	--	(9,333)	--
Net income (loss) available to common stockholders	$(430,209)	$(27,750)	$ (740,359)	$ 23,509
Basic earnings (loss) per share:	$(1.53)	$(0.15)	$(2.94)	$0.13
Diluted earnings (loss) per share:	$(1.53)	$(0.15)	$(2.94)	$0.12
Shares used in computing earnings (loss) per share:				
Basic	281,936	187,808	251,560	185,454
Diluted	281,936	187,808	251,560	203,050

see accompanying notes to interim unaudited consolidated financial statements

CMGI, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(unaudited)
(in thousands)

	Nine months ended April 30, 2000	Nine months ended April 30, 1999
Cash flows from operating activities:		
Income (loss) from continuing operations	$ (731,026)	$ 24,315
Adjustments to reconcile income (loss) from continuing operations to net cash used for continuing operations:		
Depreciation and amortization	944,253	12,047
Deferred income taxes	(289,685)	18,810
Non-operating gains, net	(499,962)	(144,318)
Equity in losses of affiliates	15,719	13,101
Minority interest	(110,844)	(479)
In-process research and development	45,937	4,500
Changes in operating assets and liabilities, excluding effects from acquisition and deconsolidation of subsidiaries:		
Trade accounts receivable	(73,902)	(6,016)
Inventories	(8,245)	(778)
Prepaid expenses	(29,546)	(2,470)
Accounts payable and accrued expenses	35,025	13,834
Deferred revenues	11,426	4,947
Refundable and accrued income taxes, net	29,858	(32,629)
Tax benefit from exercise of stock options	170,627	33,671
Other assets and liabilities	(9,779)	(704)
Net cash used for operating activities of continuing operations	(500,144)	(62,169)
Net cash used for operating activities of discontinued operations	--	(280)
Net cash used for operating activities	(500,144)	(62,449)
Cash flows from investing activities:		
Additions to property and equipment - continuing operations	(130,176)	(7,760)
Additions to property and equipment - discontinued operations	--	(63)
Purchase of available-for-sale securities, net of maturities	(31,632)	(31,123)
Proceeds from sale of stock investments	1,007,883	80,283
Investments in affiliates	(232,565)	(22,865)
Cash paid for acquisitions of subsidiaries, net of cash acquired	(182,426)	(26,518)
Other	(4,597)	1,600
Net cash provided by (used for) investing activities	426,487	(6,446)
Cash flows from financing activities:		
Net proceeds from (repayments of) notes payable	86,444	(6,656)
Repayments of long-term debt	(4,608)	(4,904)
Net proceeds from issuance of Series B convertible preferred stock	--	49,805
Net proceeds from issuance of common stock	29,591	5,655
Net proceeds from issuance of stock by subsidiaries	163,533	5,925
Other	4,073	(709)
Net cash provided by financing activities	279,033	49,116
Net increase (decrease) in cash and cash equivalents	205,376	(19,779)
Cash and cash equivalents at beginning of period	468,912	61,537
Cash and cash equivalents at end of period	$ 674,288	$ 41,758

see accompanying notes to interim unaudited consolidated financial statements

A. BASIS OF PRESENTATION

The accompanying consolidated financial statements have been prepared by CMGI, Inc. ("CMGI" or "the Company") in accordance with generally accepted accounting principles. In the opinion of management, the accompanying consolidated financial statements contain all adjustments, consisting only of those of a normal recurring nature, necessary for a fair presentation of the Company's financial position, results of operations and cash flows at the dates and for the periods indicated. While the Company believes that the disclosures presented are adequate to make the information not misleading, these consolidated financial statements should be read in conjunction with the audited financial statements and related notes for the year ended July 31, 1999 which are contained in the Company's Annual Report on Form 10-K filed with the Securities and Exchange Commission ("the SEC") on October 29, 1999. The results for the three- and nine-month periods ended April 30, 2000 are not necessarily indicative of the results to be expected for the full fiscal year. Certain prior year amounts in the consolidated financial statements have been reclassified in accordance with generally accepted accounting principles to conform with current year presentation.

B. TWO-FOR-ONE COMMON STOCK SPLIT

On January 11, 2000, the Company effected a two-for-one common stock split in the form of a stock dividend. Accordingly, the consolidated financial statements have been retroactively adjusted for all periods presented to reflect this event.

C. OTHER GAINS, NET

During the nine months ended April 30, 2000, the Company sold 7,976,990 shares of Yahoo! Inc. common stock, 260,000 shares of Open Market, Inc. common stock and 87,698 shares of Amazon.com Inc. common stock for total proceeds of approximately $1 billion. The Company recorded pre-tax gains of $417.4 million, $5.8 million and $4.2 million on the sales of the Yahoo! Inc. common stock, Open Market, Inc. common stock and Amazon.com Inc. common stock, respectively.

D. GAIN ON ISSUANCE OF STOCK BY SUBSIDIARIES AND AFFILIATES

In October 1999, the Company's subsidiary, NaviSite, Inc., commenced its initial public offering of common stock, issuing approximately 11 million shares at a price of $7 per share, (each as adjusted for the two for one stock split effected during the third fiscal quarter) raising $69.6 million in net proceeds for NaviSite, Inc. As a result of the initial public offering, the Company's ownership interest in NaviSite Inc. was reduced from approximately 89.6% to approximately 71.8%. The Company recorded a pre-tax gain of $46.4 million as a result of the initial public offering.

In November 1999, the underwriters of NaviSite Inc.'s initial public offering exercised their over-allotment option in full to purchase an additional 825,000 shares of common stock at $7 per share. As a result, the Company's ownership interest in NaviSite Inc. was further reduced from approximately 71.8% to approximately 69.5%. The Company recorded a pre-tax gain of $5.5 million as a result of the exercise of the over-allotment.

In February 2000, the Company's affiliate, Vicinity Corp., completed its initial public offering of common stock, issuing approximately 8 million shares at a price of $17 per share, raising $126.1 million in net proceeds for Vicinity Corp. As a result of the initial public offering, the Company's ownership interest in Vicinity Corp. was reduced from approximately 29% to approximately 21%. The Company recorded a pre-tax gain of $20.9 million as a result of this initial public offering.

The pre-tax gains represent the increase in the book value of the Company's net equity in the subsidiary or affiliate as a result of the subsidiary or affiliates' stock issuances.

E. ACQUISITIONS AND INVESTMENTS

In August 1999, CMGI completed its acquisition of approximately 81.5% of AltaVista Company (AltaVista), a Web portal that integrates proprietary Internet technology and services to deliver relevant results for both individuals and Web-based businesses, for 37,989,950 CMGI common shares valued at approximately $1.8 billion, 18,090.45 shares of the Company's Series D preferred stock, which were converted into approximately 3,618,090 million shares of CMGI common stock in October 1999 valued at approximately $173 million, three-year notes totaling $220 million and the exchange of CMGI and subsidiary stock options for AltaVista stock options. The AltaVista acquisition included the assets and liabilities constituting the AltaVista Internet search service and also included former Compaq Computer Corporation (Compaq) subsidiaries Zip2 Corporation and Shopping.com. The shares issued by the Company in connection with the AltaVista acquisition are not registered under the Securities Act of 1933 and are subject to restrictions on transferability for a period of one year from the date of issuance. The total purchase price for AltaVista was valued at approximately $2.4 billion, including costs of acquisition of $4 million. The value of the Company's shares included in the purchase price was recorded net of a weighted average 10% market value discount to reflect the restrictions on transferability.

In January 2000, CMGI completed its acquisition of AdForce, Inc. (AdForce), a leading online provider of centralized, outsourced ad management and delivery services. The total purchase price for AdForce was valued at approximately $545 million, consisting of 11,270,209 shares of CMGI common stock valued at approximately $473 million, options and warrants to purchase CMGI common stock valued at approximately $70.9 million, and direct acquisition costs of approximately $1.1 million. Of the purchase price, $9.3 million was allocated to in-process research and development, which was charged to operations during the third quarter of fiscal 2000.

In January 2000, CMGI completed its acquisition of Flycast Communications Corporation (Flycast), a leading provider of Web-based direct response advertising solutions. The total purchase price for Flycast was valued at approximately $905.3 million consisting of 14,611,499 shares of CMGI common stock valued at approximately $716.6 million, options and warrants to purchase CMGI common stock valued at approximately $168.2 million, and direct acquisition costs of approximately $20.5 million. Of the purchase price, $29.3 million was allocated to in-process research and development, which was charged to operations during the third quarter of fiscal 2000.

In March 2000, CMGI completed its acquisition of yesmail.com (yesmail), a leading outsourcer of permission e-mail marketing technologies and services. The total purchase price for yesmail was valued at approximately $597.2 million consisting of 5,120,181 shares of CMGI common stock valued at approximately $546.4 million, options to purchase CMGI common stock valued at approximately $45.3 million, and direct acquisition costs of approximately $5.5 million. The value of the Company's shares included in the purchase price was recorded net of a weighted average 2% market value discount to reflect the restrictions on transferability on certain shares.

In April 2000, CMGI completed its acquisition of approximately 94.2% of Tallan, Inc. (Tallan), a leading provider of Internet and e-commerce services to Fortune 500, Global 2000 and dot.com companies. The total purchase price for Tallan was valued at approximately $904.8 million consisting of cash totaling $342.3 million, options to purchase CMGI common stock valued at approximately $188.3 million, short-term promissory notes valued at approximately $368.7 million, and direct acquisition costs of approximately $5.5 million.

In April 2000, CMGI completed its acquisition of uBid, Inc., (uBid) a leading e-commerce auction site. The total purchase price for uBid was valued at approximately $390.1 million consisting of 3,068,374 shares of CMGI common stock valued at approximately $360.6 million, options to purchase CMGI common stock valued at approximately $26.5 million, and direct acquisition costs of approximately $3.0 million.

In April 2000, CMGI contributed Flycast and Adsmart Corporation (Adsmart) to Engage, Inc. (Engage), a majority-owned subsidiary of CMGI. Upon completion of the transaction, CMGI received approximately 64 million shares of Engage common stock, and Flycast and Adsmart became wholly-owned subsidiaries of Engage. As a result of the transaction, CMGI's ownership interest in Engage increased to approximately 87% and CMGI recorded a decrease to its consolidated stockholders' equity of $31.8 million, net of deferred income taxes, to reflect this transaction.

During the first quarter of fiscal year 2000, the Company also completed its acquisitions of ExchangePath (formerly iClickCharge), iAtlas, Inc. (iAtlas) and Signatures SNI, Inc. (Signatures Network) for combined consideration of approximately $65 million in CMGI common stock, convertible notes, cash and commitments to fund a total of approximately $113 million in operating capital.

During the second quarter of fiscal year 2000, the Company also completed its acquisitions of 1stUp.com (1stUp), Clara Vista, Activate.net Corporation (Activate), AdKnowledge, Inc. (AdKnowledge), Tribal Voice, Equilibrium, GreenWitch, LLC (GreenWitch) and the remaining 33% minority interest in Netwright not already owned by CMGI, for combined consideration of approximately $347 million in CMGI and subsidiary common stock, options and warrants to purchase common stock of CMGI and subsidiaries and notes which are payable in CMGI common stock. In the first step of the AdKnowledge transaction, CMGI acquired an 88% equity stake in AdKnowledge. The second step of the AdKnowledge transaction, the contribution of AdKnowledge shares held by AdKnowledge shareholders, including CMGI, to Engage in exchange for approximately 10.3 million shares of Engage common stock closed in December 1999. Upon completion of the transaction, CMGI received approximately 9.8 million shares of Engage, and AdKnowledge became a wholly-owned subsidiary of Engage.

During the third quarter of fiscal year 2000, the Company, or its subsidiaries, completed the acquisitions of four other companies, including Raging Bull, Inc. (Raging Bull), a CMGI affiliate, Transium Corporation (Transium), ClickHear, Inc. (ClickHear) and AdTECH Advertising Service Providing GmbH (AdTECH) (in which the Company acquired an 80.29% ownership interest) for combined consideration of approximately $195.5 million in cash, CMGI and subsidiary common stock and options.

The acquisitions completed during the first nine months of fiscal 2000 have been accounted for using the purchase method and, accordingly, the purchase prices have been allocated to the assets purchased and liabilities assumed based upon their fair values at the date of acquisition. Goodwill and other intangibles, totaling $6.1 billion, were recorded related to acquisitions, and are being amortized on a straight-line basis over periods ranging from two to five years. The acquired companies are included in the Company's consolidated financial statements from the dates of acquisition.

The purchase prices for these acquisitions were allocated as follows:

(in thousands)	AltaVista	AdForce	Flycast	yesmail
Working capital, including cash (cash overdraft) acquired	$ (39,604)	$ 33,808	$ 34,377	$ 15,378
Property and equipment	44,460	10,360	11,751	3,195
Other assets (liabilities), net	15,786	(5,078)	(2,518)	2,044
Goodwill	2,199,426	438,350	738,537	576,623
Developed technology	128,128	29,440	35,000	--
Other identifiable intangible assets	40,575	28,820	58,820	--
In-process research and development	--	9,300	29,300	--
Purchase price	$2,388,771	$545,000	$905,267	$ 597,240

(in thousands)	Tallan	uBid	Others	Total
Working capital, including cash (cash overdraft) acquired	$ 13,793	$ 22,927	$ 17,701	$ 98,380
Property and equipment	3,062	5,423	10,828	89,079
Other assets (liabilities), net	341	--	13,028	23,603
Goodwill	887,630	361,758	536,542	5,738,866
Developed technology	--	--	7,150	199,718
Other identifiable intangible assets	--	--	15,160	143,375
In-process research and development	--	--	7,337	45,937
Purchase price	$ 904,826	$390,108	$607,746	$6,338,958

The above allocation of the AltaVista purchase price represents the Company's 81.5% interest in the fair values of the acquired underlying assets and liabilities of AltaVista. The purchase price allocations for each of the acquisitions which were consummated during the first nine months of fiscal year 2000 are preliminary and are subject to adjustment upon finalization of the purchase accounting. The in-process research and development charge of $45.9 million recorded during the nine months ended April 30, 2000 relates to the acquisitions of AdForce, Flycast, ExchangePath, AdKnowledge and Equilibrium. The finalization of the valuations supporting purchase price allocations for yesmail, Tallan, uBid and Raging Bull may result in a significant portion of the aggregate purchase price of $2.1 billion being identified as in-process research and development, which will be charged to operating results in the fourth quarter of fiscal 2000 when the amounts are determined.

At April 30, 2000, amortization of intangible assets and stock-based compensation consists of:

(in thousands)	Three months ended April 30,		Nine months ended April 30,	
	2000	1999	2000	1999
Amortization of intangible assets	$419,992	$4,697	$835,729	$7,215
Amortization of stock-based compensation	45,295	320	53,428	819
Impairment of intangible asset	16,700	--	16,700	--
Total	$481,987	$5,017	$905,857	$8,034

Presented below is unaudited selected pro forma financial information for the nine-month periods ended April 30, 2000 and 1999 as if the acquisitions of AltaVista, AdForce, Flycast, yesmail, Tallan and uBid had occurred at the beginning of each period. The unaudited pro forma financial information excludes the impact of acquisitions other than AltaVista, AdForce, Flycast, yesmail, Tallan and uBid, whose historical results are not material to the pro forma financial information shown below. In-process research and development charges totaling $38.6 million which were recorded during the nine months ended April 30,2000 related to the acquisitions of AdForce and Flycast are excluded from the pro forma results as they are not indicative of normal operating results. The unaudited pro forma financial information is provided for informational purposes only and should not be construed to be indicative of the Company's consolidated results of operations had the acquisitions been consummated on the dates assumed and do not project the Company's results of operations for any future period:

Nine months ended April 30, (in thousands)	2000	1999
Net revenue	$ 834,739	$ 291,730
Net loss	$(1,301,099)	$(1,147,016)
Net loss per share (basic and diluted)	$ (4.70)	$ (4.39)

During the first nine months of fiscal year 2000, the Company, through its limited liability company subsidiaries, CMG@Ventures I, LLC, CMG@Ventures II, LLC, CMG@Ventures III, LLC, CMG@Ventures Expansion, LLC, CMGI@Ventures IV, LLC, CMGI@Ventures B2B, LLC and CMGI@Ventures Technology Fund, LLC, acquired initial or follow-on minority ownership interests in 49 Internet companies for an aggregate total of approximately $212 million. These included investments in Answerlogic, Ironmax, FoodBuy.com, GX Media and Half.com which the Company accounts for using the equity method. The finalization of the purchase accounting for the Company's investments in Answerlogic and Ironmax may result in a significant portion of the aggregate $15 million purchase price being identified as in-process research and development, which will be charged to operating results in the fourth quarter when the amounts are determined.

On October 29, 1999, the Company purchased 250,000 shares of Akamai Technologies (NASDAQ: AKAM) common stock at a cost of $26 per share. On November 29, 1999, the Company and Pacific Century CyberWorks Limited (PCCW), a company listed on the Stock Exchange of Hong Kong, completed their previously agreed to exchange of stock. The Company received approximately 448.3 million shares of PCCW stock in exchange for approximately 8.1 million shares of the Company's common stock. On April 7, 2000, the Company and Netcentives (NASDAQ: NCNT) completed an exchange of stock, whereby the Company received approximately 1.7 million shares of Netcentives common stock in exchange for approximately 425,000 shares of the Company's common stock. The Netcentives shares received were valued at $32 million, which represents the value of the CMGI shares issued in the exchange on the date the agreement was executed, less a market value discount to reflect the restrictions on transferability. The Akamai and Netcentives common stock acquired is accounted for as an available-for-sale security and is carried at fair value based on quoted market prices. The PCCW stock acquired is subject to a three year restriction on transferability and accordingly is accounted for as a long-term asset at cost. The cost recorded for the PCCW stock is $302 million, which represents the fair value of the CMGI shares issued in the exchange as of the date the share exchange agreement was executed, less a fair market value discount of 10% to reflect the restrictions on transferability.

F. SEGMENT INFORMATION

The Company's continuing operations have been classified in two primary business segments, (i) Internet and (ii) fulfillment services. The Internet segment focuses on strategic Internet opportunities afforded by the Internet and interactive media markets. The fulfillment services segment provides product and literature fulfillment and supply chain management, telemarketing, and outsourced e-business program management services. During the three months and nine months ended April 30, 2000, one customer accounted for 17% and 22% of the net revenues of the Internet segment, respectively. During the three months and nine months ended April 30, 2000, one customer accounted for 61% and 56% of the net revenues of the fulfillment services segment, respectively. Summarized financial information by business segment for continuing operations is as follows:

(in thousands)	Three months ended April 30,		Nine months ended April 30,	
	2000	1999	2000	1999
Net revenue:				
Internet	$ 182,819	$ 10,610	$ 383,188	$ 20,424
Fulfillment services	43,059	33,045	119,890	99,608
	$ 225,878	$ 43,655	$ 503,078	$120,032
Operating income (loss):				
Internet	$(718,255)	$(35,632)	$(1,409,926)	$(77,991)
Fulfillment services	2,673	1,565	7,960	2,727
	$(715,582)	$(34,067)	$(1,401,966)	$(75,264)

All of the acquisitions during the first nine months of the fiscal year relate to the Internet segment and are the primary reasons for the increase in the net assets of the Company. Other gains, net, minority interest and equity in losses of affiliates as reported in the Consolidated Statements of Operations for the nine months ended April 30, 2000 and 1999 relate to the Internet segment. All significant intercompany transactions have been eliminated, and intersegment revenues are not significant.

G. BORROWING ARRANGEMENTS

In conjunction with its acquisition of AltaVista, the Company issued three year notes totaling $220 million to Compaq, a wholly-owned subsidiary of Compaq, due August 18, 2002. Interest, payable at a rate of 10.5% per annum, is due and payable semiannually on each February 18 and August 18 until the note is paid in full. Principal and interest payments due on the notes are payable, at the option of CMGI, in cash, marketable securities (as defined in the note) or any combination thereof.

In conjunction with its acquisition of Tallan, the Company issued three short-term promissory notes totaling approximately $368.7 million. Interest on each note is payable at a rate of 6.5% per annum. Principal and interest payments due on the notes are payable on September 30, 2000 and December 31, 2000, at the option of CMGI, in cash, marketable securities or any combination thereof. The value of the promissory notes included in the purchase price was recorded net of discounts to reflect the difference between the actual interest rates of the promissory notes and the Company's current incremental borrowing rates for similar types of borrowing transactions. The discounts are being amortized over the life of the notes, which mature between September 2000 and December 2000.

In April 2000, the Company entered into a forward sale agreement with an investment bank. The transaction hedges a portion of the Company's investment in common stock of Yahoo! Inc. Under the terms of the contract the Company agreed to deliver, at its discretion, either cash or Yahoo! Inc. common stock in three separate tranches, with maturity dates ranging from August 2000 to February 2001. Under the first tranche, which was executed in April 2000, the Company agreed to deliver 581,499 shares of Yahoo! Inc. common stock or the cash equivalent, to the investment bank in August 2000 and in exchange, received $106.4 million, or 90.75% of the fair market value of the shares on the execution date, in cash. Under the terms of the second and third tranches, both executed in May 2000, the Company agreed to deliver an additional 581,499 shares of Yahoo! Inc. common stock in November 2000 and 47,684 shares of Yahoo! common stock in February 2001. See note M.

The amount payable at maturity will fluctuate according to pre-determined formulas based on the fair market value of the Yahoo! Inc. common stock at the respective settlement dates. At April 30, 2000, the Company has recorded a short-term liability in notes payable of approximately $67 million, net of appropriate discount to reflect the effective interest component of the transaction. This liability, which will generally move in tandem with the changes in the fair market value of the Yahoo! Inc. common stock, represents the current fair value of the amount due at settlement under the first tranche of the contract. The net unrealized gain on the contract at April 30, 2000 is approximately $41.5 million, and is included in accumulated other comprehensive income.

Upon its maturity in January 2000, the Company repaid the entire amount of its previously outstanding $20 million collateralized corporate notes payable.

H. EARNINGS PER SHARE

The Company calculates earnings per share in accordance with Statement of Financial Accounting Standards (SFAS) No. 128, "Earnings per Share". Basic earnings per share is computed based on the weighted average number of common shares outstanding during the period. The dilutive effect of common stock equivalents and convertible preferred stock is included in the calculation of diluted earnings per share only when the effect of their inclusion would be dilutive. The effect of convertible preferred stock using the "if-converted" method and the dilutive effect of common stock equivalents were anti-dilutive for the three and nine months ended April 30, 2000 and, therefore, have been excluded from the calculation of diluted earnings per share.

If a subsidiary has dilutive stock options or warrants outstanding, diluted earnings per share is computed by first deducting from income (loss) from continuing operations the income attributable to the potential exercise of the dilutive stock options or warrants of the subsidiary. The effect of income attributable to dilutive subsidiary stock equivalents was immaterial for the three and nine months ended April 30, 2000 and 1999.

The reconciliation of the denominators of the basic and diluted earnings (loss) per share computations is as follows:

(in thousands)	Three months ended April 30, 2000	Three months ended April 30, 1999	Nine months ended April 30, 2000	Nine months ended April 30, 1999
Weighted average number of common shares Outstanding - basic	281,936	187,808	251,560	185,454
Weighted average number of dilutive common stock equivalents	--	--	--	17,596
Shares used in computing diluted earnings (loss) per share	281,936	187,808	251,560	203,050

I. COMPREHENSIVE INCOME

The components of comprehensive income, net of income taxes, are as follows:

(in thousands)	Three months ended April 30, 2000	Three months ended April 30, 1999	Nine months ended April 30, 2000	Nine months ended April 30, 1999
Net income (loss)	$(430,209)	$(27,750)	$ (740,359)	$ 23,509
Net unrealized holding gain (loss) arising during period	(364,852)	(60,543)	435,619	422,987
Less: reclassification adjustment for gain realized in net income (loss)	(125,613)	--	(251,792)	(4,119)
Comprehensive income (loss)	$(920,674)	$(88,293)	$ (556,532)	$442,377

J. CONSOLIDATED STATEMENTS OF CASH FLOWS SUPPLEMENTAL INFORMATION

(in thousands)	Nine months ended April 30, 2000	Nine months ended April 30, 1999
Cash paid during the period for:		
Interest	$12,663	$ 2,857
Income taxes	$13,835	$10,615

Substantially all of the consideration for acquisitions of businesses by the Company, or its subsidiaries, during the first nine months of fiscal 2000 included the issuance of shares of the Company's or its subsidiaries' stock, stock options and/or the issuance of seller's notes.

During the nine months ended April 30, 2000, significant non-cash investing activities included the exchange of 8.1 million shares of the Company's common stock for approximately 448.3 million shares of PCCW stock. The PCCW shares received were valued at $302 million, which represents the value of the CMGI shares issued in the exchange on the date the agreement was executed, less a market value discount to reflect the restrictions on transferability. In addition, the Company exchanged approximately 425,000 shares of the Company's common stock for approximately 1.7 million shares of Netcentives common stock. In April 2000, the remaining 35,000 shares of CMGI Series B convertible preferred stock, with a face amount of $35 million and an accumulated conversion premium of $2.0 million were converted into 2,834,520 shares of the Company's common stock.

K. AVAILABLE-FOR-SALE SECURITIES

At April 30, 2000, available-for-sale securities primarily consist of common stock investments. Available-for-sale securities are carried at fair value based on quoted market prices, net of a market value discount to reflect any remaining restrictions on transferability. Available-for-sale securities at April 30, 2000 included approximately 12.9 million shares of Lycos Inc. valued at $599 million, 2.3 million shares of Yahoo! Inc. valued at $303 million, 3.7 million shares of Kana Communications, Inc. valued at $157 million, 1.3 million shares of Critical Path, Inc. (Critical Path) valued at $76 million, 2.2 million shares of Ventro Corporation (formerly Chemdex Corporation) valued at $60 million, 4.4 million shares of Hollywood Entertainment valued at $31 million and 250,000 shares of Akamai Technologies, Inc. (Akamai) valued at $25 million.

Shares of publicly traded companies held by CMG@Ventures I and II which have been allocated to CMG@Ventures I's and II's profit members have been classified in other non-current assets in the accompanying Consolidated Balance Sheet and valued at carrying value as of the date of allocation. Certain shares included in available-for-sale securities at April 30, 2000 may be required to be allocated to CMG@Ventures I's and II's profit members in the future. A net unrealized holding gain of $492.2 million, net of deferred income taxes of $423.8 million, has been reflected in the equity section of the consolidated balance sheet based on the change in market value of the available-for-sale securities from dates of acquisition to April 30, 2000.

L. NEW ACCOUNTING PRONOUNCEMENTS

In March 1998, the Accounting Standards Executive Committee of the American Institute of Certified Public Accountants ("AcSEC"), issued Statement of Position (SOP) 98-1, "Accounting for the Cost of Computer Software Developed or Obtained for Internal Use". SOP 98-1 requires the capitalization of various internal costs related to the implementation of computer software obtained for internal use. The Company has adopted this standard in the first quarter of fiscal year 2000. The adoption of SOP 98-1 did not have a material impact on its financial position or its results of operations.

In April 1998, AcSEC issued SOP 98-5, "Reporting Costs of Start-Up Activities". Under SOP 98-5, the cost of start-up activities should be expensed as incurred. Start-up activities are broadly defined as those one-time activities related to opening a new facility, introducing a new product or service, conducting business in a new territory, conducting business with a new class of customer, commencing some new operation or organizing a new entity. SOP 98-5 is effective for the Company's fiscal 2000 financial statements. The adoption did not have a material impact on its financial position or results of operations.

In June 1998, the Financial Accounting Standards Board issued SFAS No. 133, "Accounting for Derivative Instruments and Hedging Activities." SFAS 133 establishes accounting and reporting standards for derivative instruments, including certain derivative instruments embedded in other contracts (collectively referred to as derivatives) and for hedging activities. SFAS 133 requires the recognition of all derivatives as either assets or liabilities in the statement of financial position and the measurement of those instruments at fair value. The Company is required to adopt this standard in the first quarter of fiscal year 2001 pursuant to SFAS No. 137 (issued in June 1999), which delays the adoption of SFAS 133 until that time. The Company expects that the adoption of SFAS 133 will not have a material impact on its financial position or its results of operations.

In November 1999, the Securities and Exchange Commission (SEC) issued Staff Accounting Bulletin (SAB) No. 100, "Restructuring and Impairment Charges." In December 1999, the Securities and Exchange Commission (SEC) issued Staff Accounting Bulletin (SAB) No. 101, "Revenue Recognition in Financial Statements." SAB No. 100 expresses the views of the SEC staff regarding the accounting for and disclosure of certain expenses not commonly reported in connection with exit activities and business combinations. This includes the accrual of exit and employee termination costs and the recognition of impairment charges. SAB No. 101 expresses the views of the SEC staff in applying generally accepted accounting principles to certain revenue recognition issues. The Company expects that adoption of SAB 100 and 101 will have no material impact on its financial position or its results of operations.

In January 2000, the Emerging Issues Task Force of the FASB issued Issue 99-17, "Accounting for Advertising Barter Transactions" ("EITF 99-17"). EITF 99-17 established accounting and reporting standards for barter transactions that involve nonmonetary exchanges of advertising and was adopted by the Company on January 20, 2000. It requires that an entity recognize revenue and expenses from advertising barter transactions at the fair value of the advertising surrendered only when an entity has a historical practice of receiving cash for similar transactions. The adoption of EITF 99-17 did not have a material impact on the Company's results of operations and financial position for the three months ended April 30, 2000.

In March 2000, the Financial Accounting Standards Board issued FASB Interpretation No. 44, "Accounting for Certain Transactions involving Stock Compensation" - an interpretation of APB Opinion No. 25 (FIN 44). FIN 44 applies prospectively to new stock option awards, exchanges of awards in a business combination, modifications to outstanding awards, and changes in grantee status that occur on or after July 1, 2000. Although the Company is still in process of analyzing the impact of FIN 44, if any, on its consolidated statements and related disclosures, the Company expects that there will be no material impact on its financial position or its results of operations.

M. SUBSEQUENT EVENTS

In May 2000, the Company executed the second and third tranches of a forward sale agreement with an investment bank, hedging an additional 629,183 shares of the Company's Yahoo! Inc. common stock and in exchange, received $74.2 million, or 87.9% of the fair market value of the shares on the execution dates, in cash. See Footnote G for further discussion of this transaction.

Also subsequent to April 30, 2000, the Company sold 1,115,314 shares of its Yahoo! Inc. common stock for total proceeds of approximately $136 million.

On May 5, 2000, stockholders of CMGI approved an amendment to the Company's Restated Certificate of Incorporation to increase the number of authorized shares of capital stock from 405,000,000 to 1,405,000,000 shares.

On May 19, 2000, the Company and Primedia, Inc. (NYSE: PRM), completed their previously agreed-to exchange of stock. The Company received approximately 8.0 million shares of Primedia, Inc. stock in exchange for approximately 1.5 million shares of CMGI common stock.

On June 13, 2000, CMGI purchased 980,873 additional shares of common stock of its NaviSite subsidiary for $50 million.

On June 12, 2000, the Company's subsidiary, Engage announced a definitive agreement to acquire MediaBridge Technologies, Inc., a leading provider of cross-media closed loop targeted marketing systems. Under the terms of the agreement, Engage will issue approximately 14.5 million shares of Engage common stock to the shareholders of MediaBridge, subject to adjustment under certain circumstances. The acquisition is subject to MediaBridge shareholder approval and is expected to be completed by September 2000.

On June 13, 2000, eBay announced that it has agreed to acquire the Company's affiliate, Half.com, in a stock-for-stock merger. The exact number of total shares to be issued will be determined in accordance with an agreed upon formula but is expected to be between 4.6 million and 5.5 million eBay shares. The acquisition is subject to receipt of necessary approvals and is expected to be completed during eBay's third quarter ending September 30, 1999. CMGI acquired its 23% fully diluted ownership in Half.com for approximately $10 million in January 2000 through its CMGI@Ventures IV, LLC subsidiary. In accordance with the terms of an underlying operating agreement, 20% of gains realized by CMGI@Ventures IV, LLC are attributable to outside profit members.

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 thereunto duly authorized.

CMGI, Inc.

By: /s/ Andrew J. Hajducky III

Date: July 11, 2000

Andrew J. Hajducky III
Executive Vice President, Chief Financial Officer and Treasurer (Principal Financial and Accounting Officer)