

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

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

Date of Report (Date of earliest event reported): January 12, 2000

CMGI, Inc.

(Exact name of registrant as specified in its charter)

Delaware	000-23262	04-2921333
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(State or other juris- diction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

100 Brickstone Square, Andover, MA	01810
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(Address of principal executive offices)	(Zip Code)

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

N/A

(Former name or former address, if changed since last report)

Item 5. Other Events.

AdForce, Inc.

On January 12, 2000, CMGI, Inc. ("CMGI" or the "Company") completed the transactions contemplated by the Amended and Restated Agreement and Plan of Merger, dated as of September 20, 1999, as amended (the "AdForce Merger Agreement"), among itself, Artichoke Corp., a wholly owned subsidiary of the Company (the "AdForce Sub"), and AdForce, Inc. ("AdForce"). Pursuant to the AdForce Merger Agreement, CMGI will issue .524 shares of CMGI common stock (as adjusted for the Company's two-for-one stock split effected January 11, 2000) for each share of AdForce common stock outstanding on January 11, 2000, and the AdForce Sub merged with and into AdForce, with AdForce surviving as a wholly owned subsidiary of CMGI. The Company's press release announcing the closing of this transaction is filed as Exhibit 99.1 hereto.

Flycast Communications Corporation

On January 13, 2000, CMGI completed the transactions contemplated by the Agreement and Plan of Merger, dated as of September 29, 1999 (the "Flycast Merger Agreement"), among itself, Freemont Corporation, a wholly owned subsidiary of the Company (the "Flycast Sub"), and Flycast Communications Corporation ("Flycast"). Pursuant to the Flycast Merger Agreement, CMGI will issue .9476 shares of CMGI common stock (as adjusted for the Company's two-for-one stock split effected January 11, 2000) for each share of Flycast common stock outstanding on January 13, 2000, and the Flycast Sub merged with and into Flycast, with Flycast surviving as a wholly owned subsidiary of CMGI. The Company's press release announcing the closing of this transaction is filed as Exhibit 99.2 hereto.

Item 7. Financial Statements, Pro Forma Financial Information and Exhibits.

(c) Exhibits.

Exhibit No.	Description
99.1	Press release, dated January 12, 2000, announcing the completion of the acquisition of AdForce, Inc. by CMGI, Inc.
99.2	Press release, dated January 14, 2000, announcing the completion of the acquisition of Flycast Communications Corporation by CMGI, Inc.

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 hereunto duly authorized.

Date: January 24, 2000

CMGI, Inc.

(Registrant)

By: /s/ Andrew J. Hajducky III

Andrew J. Hajducky III
Executive Vice President, Chief Financial
Officer and Treasurer

EXHIBIT INDEX

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99.1	Press release, dated January 12, 2000, announcing the completion of the acquisition of AdForce, Inc. by CMGI, Inc.
99.2	Press release, dated January 14, 2000, announcing the completion of the acquisition of Flycast Communications Corporation by CMGI, Inc.

Contacts: Deidre Moore Dee Cravens
 CMGI AdForce
 978-684-3655 408-873-3680, ext. 143
 dmoore@cmgi.com dcravens@adforce.com

CMGI COMPLETES ACQUISITION OF ADFORCE

Acquisition Solidifies Interactive Ad Serving and Management Infrastructure for
CMGI Network

ANDOVER, MA AND CUPERTINO, CA, JANUARY 12, 2000 - CMGI, Inc. (Nasdaq: CMGI), the world's largest and most diverse network of Internet companies, announced today that it has completed its acquisition of AdForce, Inc. (Nasdaq: ADFC), a leading online provider of centralized, outsourced ad management and delivery services. Under the terms of the merger, CMGI will issue .524 shares of CMGI common stock for every share of AdForce common stock outstanding on January 11, 2000.

Effective immediately, AdForce joins CMGI as a majority-owned operating company, extending existing relationships and leveraging new relationships among CMGI's other advertising and marketing properties including Engage (Nasdaq: ENGA), Adsmart, I/PRO, and AdKnowledge. The completion of the merger will enable new opportunities for both companies to create a broad infrastructure for the overall delivery of online advertising and digital media services.

According to David Andonian, President, Corporate Development of CMGI, "As we looked to expand our position in the online advertising and marketing arena, AdForce emerged as a clear choice for CMGI. AdForce has continued that positive momentum since we announced the acquisition last fall, extending both their reach and their range of services. We look forward to supporting the growth of the AdForce customer base both within the CMGI network and beyond."

Chuck Berger, AdForce Chairman and CEO added, "Our excitement about this acquisition is two-fold. We're thrilled to be in the position to leverage the complementary core competencies of our new sister companies like Adsmart, Flycast*, and Engage, and we're pleased to provide the technological backbone to the CMGI family."

CMGI's acquisition of AdForce comes after a year in which AdForce substantially grew its customer base in both the United States and international markets. AdForce added more than 150 new clients in the U.S., making it the second largest centralized ad delivery and management company in the world. In September, AdForce launched

AdForce Asia and began serving online ads to web users across Hong Kong, the Peoples' Republic of China, Taiwan and Singapore, supported by data centers in Hong Kong and Beijing. AdForce Asia quickly secured clients including well-known Asian sites and networks such as SINA.com, 24/7 Media Asia, and Compuserve Consultants Ltd. In January, CMGI announced a binding letter agreement to acquire ADTECH Advertising Service Providing GmbH*, the European market's leading provider of neutral ad serving and campaign management solutions, which is intended to be contributed to AdForce after the closing of the acquisition.

In November, AdForce announced a partnership with Flycast*, through which web publishers can leverage the combination of AdForce's ad serving technology and The Flycast Network, which reaches more than 25 million unique Internet users each month. AdForce also finalized an agreement with Sandpiper Networks, Inc., a leading provider of comprehensive content delivery solutions for e-business, to deliver AdForce's ad serving products through Sandpiper's Footprint(TM) Content Delivery Network (CDN). The combination of services is designed to allow AdForce's online ads to be delivered to targeted consumers faster and more efficiently, without interfering with associated content delivery.

AdForce has continued to invest in technology innovation and to expand its ad delivery and management infrastructure. AdForce's reliable and scalable infrastructure grew to support an ad volume of more than 450 million impressions per day. In October, AdForce announced a new product, TrackForce(TM), a digital-based tracking tool that empowers advertisers to monitor web site activity, providing them with in-depth tracking and ROI information to make informed ad campaign decisions.

ABOUT ADFORCE

AdForce is The Force in Digital Marketing(TM) and a leading provider of centralized advertising services, enabling online publishers, rep firms and advertisers to leverage the unique advantages of the Internet as the first fully interactive medium. Deploying advanced scalable technology and backed by robust data centers, the AdForce service delivers billions of impressions monthly for some of the Internet's most prominent advertisers. AdForce provides a comprehensive suite of products which allow advertisers, and publishers to target, deliver, measure and analyze Internet advertising programs for the best results. AdForce has offices in Cupertino, CA, Costa Mesa, CA, New York, NY and Hong Kong.

ABOUT CMGI

With more than 50 companies, CMGI, Inc. (Nasdaq: CMGI) represents the largest, most diverse network of Internet companies in the world. This network includes both CMGI operating companies and a growing number of synergistic investments through its venture capital affiliate, @Ventures. CMGI leverages the technologies, content and market reach of its extended family of companies to foster rapid growth and industry leadership across its network, and the larger Internet Economy. Compaq, Intel, Microsoft, Pacific Century CyberWorks and Sumitomo hold minority positions in CMGI.

CMGI's majority-owned operating companies include Engage Technologies (Nasdaq: ENGA), NaviSite (Nasdaq: NAVI), 1ClickBrands, 1stUp.com, Activate.net, Activerse, Adsmart, AltaVista, CMGI Solutions, iCAST, Magnitude Network, MyWay.com, NaviNet, SalesLink, Tribal Voice and ZineZone. The company's @Ventures affiliates have ownership interests in Lycos, Inc. (Nasdaq: LCOS), Critical Path (Nasdaq: CPTH), Silknet (Nasdaq: SILK), Chemdex (Nasdaq: CMDX), MotherNature.com (Nasdaq: MTHR), Asimba.com, AuctionWatch.com, Aureate Media, blaxxun, BizBuyer.com, Boatscape.com, buyersedge.com, CarParts.com, CraftShop.com, eCircles.com, eGroups.com, EXP.com, FindLaw, Furniture.com, HotLinks, INPHO/HomePriceCheck.com, Intelligent/Digital, KOZ.com, Mondera.com,

MyFamily.com, NextMonet.com, NextPlanetOver.com, Oncology.com, OneCore.com, PlanetOutdoors.com, Productopia, Raging Bull, SnapFish.com, Speech Machines, ThingWorld.com, Vicinity, Virtual Ink, Visto, Vstore and WebCT.

CMGI Corporate headquarters is located at 100 Brickstone Square, Andover, MA 01810. Telephone: 978-684-3600. Fax: 978-684-3814. Additional information is available on the company's Web site at <http://www.cmgi.com>.

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EDITOR'S NOTE: * On September 30, 1999 and December 31, 1999, respectively, CMGI announced definitive agreements to acquire Flycast Communications Corporation and ADTECH Advertising Service Providing GmbH. These transactions are subject to the satisfaction of customary closing conditions, including approval by the target company shareholders. In addition, in the case of ADTECH, those conditions include the execution of a definitive acquisition agreement with CMGI, as well as a definitive merger agreement with AdForce.

This release contains forward-looking statements based on current expectations or beliefs, as well as a number of assumptions about future events, and these statements are subject to important factors and uncertainties that could cause actual results to differ materially from those described in the forward-looking statements. The forward-looking statements in this release address a variety of subjects including, for example, the expected benefits resulting from the acquisition of AdForce by CMGI, the expected growth in AdForce's business, the expected acquisition of ADTECH by CMGI and subsequent contribution by CMGI of ADTECH to AdForce, the expected benefits of AdForce's relationships with third parties, including Flycast and Sandpiper, and the expected functionality of AdForce's TrackForce product. The following factors, among others, could cause actual results to differ materially from those described in these forward-looking statements: the risk that AdForce's business will not be successfully integrated with the business of CMGI; the risk that AdForce's technology and products will not successfully combine with those of third parties; risks associated with the successful completion of the acquisition of ADTECH and the subsequent contribution to AdForce; risks associated with the business of AdForce; the adoption of new laws and regulations affecting the provision of Internet advertising services, including laws and regulations covering privacy, pricing and content; and increased competition and technological changes in the industries in which CMGI and AdForce compete. For a detailed discussion of these and other cautionary statements, please refer to CMGI's filings with the Securities and Exchange Commission, including CMGI's Annual Report on Form 10-K for the most recently ended fiscal year.

Contacts: Deidre Moore Lyn Chitow Oakes
 CMGI Flycast
 (978) 684-3655 (415) 913-1592
 dmoore@cmgi.com lyn@flycast.com

CMGI COMPLETES ACQUISITION OF
FLYCAST COMMUNICATIONS CORPORATION

ANDOVER, MA AND SAN FRANCISCO, CA, JANUARY 14, 2000 - CMGI, Inc. (Nasdaq: CMGI) announced today that it has completed its acquisition of Flycast Communications Corporation (Nasdaq: FCST), a leading provider of web-based direct response advertising solutions, in a stock-for-stock merger. Under the terms of the merger, CMGI will issue .9476 shares of CMGI common stock for every share of Flycast common stock held on January 13, 2000. Effective immediately, Flycast is a majority-owned operating company of CMGI, joining fellow CMGI-affiliated advertising properties Engage (Nasdaq: ENGA), Adsmart, AdForce, AdKnowledge and I/PRO.

"Flycast represents a critical component of CMGI's larger goal to build a full-service network of advertising and marketing properties," said David Andonian, President, Corporate Development, CMGI. "CMGI has already begun to leverage the inter-company synergies between Flycast and our other advertising businesses, particularly Engage and AdForce, and we look forward to extending Flycast's relationship with Adsmart to bring together advertisers and publishers, branded and non-branded sites, for the delivery of a complete advertising network solution."

"We are very pleased to join CMGI's family of leading advertising and marketing services companies in providing the most comprehensive advertising and marketing solutions in the industry," said George Garrick, Chairman and CEO of Flycast. "Working hand-in-hand with the powerful team of CMGI advertising properties will allow Flycast to both enhance our current offerings and to quickly bring new products and services to market."

Since CMGI announced its agreement to acquire Flycast in September, Flycast has continued to expand upon its extensive suite of online direct marketing solutions. In October, Flycast launched its European operations to meet the demand for response-based web advertising solutions in major European media markets. Flycast has also increased its product offerings with the recent launch of Flycast Valet, a comprehensive e-commerce service, and Flycast CPCnet, a new cost-per-click advertising network. Flycast also just announced the commercial launch of the Flycast eDispatch Newsletter Network, which provides advertisers with the ability to run campaigns across multiple email newsletters with a single media buy. In addition, Flycast continues to build its relationship with affiliates, which now totals more than 2400 sites.

Flycast already has built synergistic relationships with other CMGI companies, including AdForce and Engage, to further benefit both advertisers and web publishers. Flycast partnered with AdForce to offer AdForce's ad serving capabilities to new sites in the Flycast Network. Engage is working with Flycast to deploy Engage's profiling technology across the Flycast Network.

ABOUT FLYCAST COMMUNICATIONS

Based in San Francisco, Flycast Communications is the leading provider of Internet direct response advertising solutions. The company is focused on maximizing the return on investment for response-oriented advertisers, direct marketers and e-commerce companies by delivering the most ROI-effective audience reach, response and results in the industry. The company's flagship offering, the Flycast Network, reaches over 25 million people a month, or 41 percent of the web. Flycast's advertisers include e-commerce companies, direct response marketers and interactive agencies who are interested in generating site traffic and increasing web-based sales through ROI-focused advertising. Flycast can be reached on the web at <http://www.flycast.com>.

ABOUT CMGI

With 60 companies, CMGI, Inc. (Nasdaq: CMGI) represents the largest, most diverse network of Internet companies in the world. This network includes both CMGI operating companies and a growing number of synergistic investments through its venture capital affiliate, @Ventures. CMGI leverages the technologies, content and market reach of its extended family of companies to foster rapid growth and industry leadership across its network, and the larger Internet Economy. Compaq, Intel, Microsoft, Pacific Century CyberWorks and Sumitomo hold minority positions in CMGI.

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will not successfully combine with those of third parties; risks associated with the business of Flycast; the adoption of new laws and regulations affecting the provision of Internet advertising services, including laws and regulations covering privacy, pricing and content; and increased competition and technological changes in the industries in which CMGI and Flycast compete. For a detailed discussion of these and other cautionary statements, please refer to CMGI's filings with the Securities and Exchange Commission, including CMGI's Annual Report on Form 10-K for the most recently ended fiscal year.