

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934  
(Amendment No. 1)

Under the Securities Exchange  
Act of 1934

CMGI, Inc.  
(Name of Issuer)

Common Stock, par value \$0.01  
per share

(Title of Class of  
Securities)

125750109  
(CUSIP Number)

General Counsel  
Compaq Computer Corporation  
20555 State Highway 249  
Houston, TX 77070  
(281) 370-0670

(Name, Address and Telephone  
Number of Person  
Authorized to Receive Notices  
and Communications)

Copy to:

Louis A. Goodman, Esq.  
Skadden, Arps, Slate, Meagher  
& Flom LLP  
One Beacon Street  
Boston, MA 02108  
(617) 573-4800

(Date of Event which Requires  
Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box [ ] .

CUSIP No. 125750109

Names of Reporting Persons.	
1. S.S. OR I.R.S. Identification Nos. of above persons (entities only).	Digital Equipment Corporation
2. Check the Appropriate Box if a Member of a Group	
(a) [ ]	
(b) [ X ]	
3. SEC Use Only	
4. Source of Funds (See Instructions)	
	00
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)	
	[ ]
6. Citizenship or Place of Organization	
	Massachusetts
7. Sole Voting Power	
	-0-
Number of Shares Beneficially Owned by Each Reporting Person With	8. Shared Voting Power
	20,804,020
	9. Sole Dispositive Power
	-0-
	10. Shared Dispositive Power
	20,804,020
11. Aggregate Amount Beneficially Owned by Each Reporting Person	
	-20,804,020-
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares	
	[ ]
13. Percent of Class Represented by Amount in Row (11)	
	-Approximately 17.8%-
14. Type of Reporting Person (See Instructions)	
	CO

Names of Reporting Persons.	
1. S.S OR I.R.S. Identification Nos. of above persons (entities only).	Compaq Computer Corporation
2. Check the Appropriate Box if a Member of a Group	
(a) [ ]	
(b) [ X ]	
3. SEC Use Only	
4. Source of Funds (See Instructions)	
	00
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)	
	[ ]
6. Citizenship or Place of Organization	
	Delaware
7. Sole Voting Power	
	-0-
Number of Shares Beneficially Owned by Each Reporting Person With	8. Shared Voting Power
	20,804,020
	9. Sole Dispositive Power
	-0-
	10. Shared Dispositive Power
	20,804,020
11. Aggregate Amount Beneficially Owned by Each Reporting Person	
	-20,804,020-
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares	
	[ ]
13. Percent of Class Represented by Amount in Row (11)	
	-Approximately 17.8%-
14. Type of Reporting Person (See Instructions)	
	C0

**Signature**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and corr

**Item 2. Identity and Background**

Paragraph (1) of Item 2 (a) - (c) is hereby amended to read: "Digital Equipment Corporation ("Digital"), a Massachusetts corporation and a wholly-owned subsidiary of Compaq Computer Corporation, a Delaware corporation ("Compaq") as beneficial owner of 20,804,020 shares of common stock, par value \$0.01 per share, of CMGI, Inc. ("CMGI")."

Paragraph (1) of Item 2 (a) - (c) is hereby amended to read: "Compaq as beneficial owner of 20,804,020 shares of common stock, par value \$0.01 per share, of CMGI."

**Item 3. Source and Amount of Funds or Other Consideration**

Item 3 is hereby amended to add: "Pursuant to the Certificate of Designations, Rights and Preferences of Series D Preferred Stock of CMGI, 18,090.45 shares of Series D Preferred Stock owned by Digital were converted into 1,809,045 shares of CMGI Common Stock on October 28, 1999 following the vote of a majority of the votes cast at a duly convened special meeting of the stockholders of CMGI."

**Item 5. Interest in Securities of the Issuer**

The first sentence of (a) & (b) of Item 5 is hereby amended to read: "As of the date hereof, Digital is the record holder of 20,804,020 shares of Common Stock of CMGI. This number represents 17.8% of the outstanding Common Stock of CMGI. This percentage is based on the number of shares of CMGI Common Stock reported by CMGI in its annual report filed on Form 10K with the Commission on October 29, 1999, as being outstanding as of October 22, 1999. Compaq is the sole shareholder of Digital and, as such, beneficially owns the 20,804,020 shares of CMGI Common Stock referred

to in this report. Due to the relationship between Compaq and Digital, Digital and Compaq share voting power and dispositive power with respect to these shares."

DIGITAL EQUIPMENT CORPORATION

Date: November 5, 1999

By:           /s/ Linda S. Auwers            
Name: Linda S. Auwers  
Title: Vice President, Assistant  
Secretary/Assistant Clerk

COMPAQ COMPUTER CORPORATION

Date: November 5, 1999

By:           /s/ Linda S. Auwers            
Name: Linda S. Auwers  
Title: Vice President, Associate  
General  
Counsel and Secretary