

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

**SCHEDULE 13G**  
**Under the Securities Exchange Act of 1934**

(Amendment No. 2)\*

**CMGI, INC.**

\_\_\_\_\_  
(Name of Issuer)

Common Stock, par value \$0.01 per share

\_\_\_\_\_  
(Title of Class of Securities)

CUSIP No. 125750109

\_\_\_\_\_  
(CUSIP Number)

December 31, 2004

\_\_\_\_\_  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1. Names of Reporting Persons R. Scott Murray  
I.R.S. Identification No. of Above Persons (Entities Only)

2. Check the Appropriate Box if a Member of a Group\*

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

United States of America

5. Sole Voting Power  
817,754

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY

6. Shared Voting Power  
821,537 (1)

EACH  
REPORTING  
PERSON

7. Sole Dispositive Power  
817,754

WITH

8. Shared Dispositive Power  
821,537 (1)

9. Aggregate Amount Beneficially owned by Each Reporting Person

1,639,291 (1)

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares\*

11. Percent of Class Represented by Amount in Row 9

0.3%

12. Type of Reporting Person\*

IN

\*SEE INSTRUCTIONS BEFORE FILLING OUT

(1) Includes 821,537 shares held in The Murray 2003 Qualified Annuity Trust for the benefit of Mr. Murray's designees. Mr. Murray disclaims beneficial ownership in such shares except to the extent of his pecuniary interest therein.

1. Names of Reporting Persons Timothy M. Adams  
I.R.S. Identification No. of Above Persons (Entities Only)

2. Check the Appropriate Box if a Member of a Group\*

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

United States of America

5. Sole Voting Power  
243,197(1)

6. Shared Voting Power

7. Sole Dispositive Power  
243,197(1)

8. Shared Dispositive Power

9. Aggregate Amount Beneficially owned by Each Reporting Person

243,197(1)

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares\*

11. Percent of Class Represented by Amount in Row 9

Less than 0.1%

12. Type of Reporting Person\*

IN

\*SEE INSTRUCTIONS BEFORE FILLING OUT

(1) Includes 22,336 shares issuable upon the exercise of options exercisable within 60 days of December 31, 2004.

1. Names of Reporting Persons Bank of America Corporation  
I.R.S. Identification No. of Above Persons (Entities Only)

2. Check the Appropriate Box if a Member of a Group\*

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

6. Shared Voting Power  
1,347,832

7. Sole Dispositive Power

8. Shared Dispositive Power  
1,350,832

9. Aggregate Amount Beneficially owned by Each Reporting Person

1,350,832

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares\*

11. Percent of Class Represented by Amount in Row 9

0.3%

12. Type of Reporting Person\*

CO

\*SEE INSTRUCTIONS BEFORE FILLING OUT

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1. Names of Reporting Persons BankAmerica Investment Corporation  
I.R.S. Identification No. of Above Persons (Entities Only)

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2. Check the Appropriate Box if a Member of a Group\*

(a)

(b)

---

3. SEC Use Only

---

4. Citizenship or Place of Organization

Delaware

---

5. Sole Voting Power  
998,148

NUMBER OF  
SHARES  
BENEFICIALLY

---

6. Shared Voting Power

OWNED BY  
EACH  
REPORTING

---

7. Sole Dispositive Power  
998,148

PERSON  
WITH

---

8. Shared Dispositive Power

---

9. Aggregate Amount Beneficially owned by Each Reporting Person

998,148

---

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares\*

---

11. Percent of Class Represented by Amount in Row 9

0.2%

---

12. Type of Reporting Person\*

CO

---

\*SEE INSTRUCTIONS BEFORE FILLING OUT

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1. Names of Reporting Persons Fleet National Bank  
I.R.S. Identification No. of Above Persons (Entities Only)

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2. Check the Appropriate Box if a Member of a Group\*

(a)

(b)

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3. SEC Use Only

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4. Citizenship or Place of Organization

A Federally-chartered banking association

5. Sole Voting Power  
5,734

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY

6. Shared Voting Power  
233,619

EACH  
REPORTING  
PERSON  
WITH

7. Sole Dispositive Power

8. Shared Dispositive Power  
239,153

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9. Aggregate Amount Beneficially owned by Each Reporting Person

239,153

---

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares\*

---

11. Percent of Class Represented by Amount in Row 9

Less than 0.1%

---

12. Type of Reporting Person\*

BK

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\*SEE INSTRUCTIONS BEFORE FILLING OUT

1. Names of Reporting Persons Daniel F. Beck  
I.R.S. Identification No. of Above Persons (Entities Only)

2. Check the Appropriate Box if a Member of a Group\*  
(a)   
(b)

3. SEC Use Only

4. Citizenship or Place of Organization

United States of America

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5. Sole Voting Power 632,132(1)
	6. Shared Voting Power
	7. Sole Dispositive Power 632,132(1)
	8. Shared Dispositive Power

9. Aggregate Amount Beneficially owned by Each Reporting Person

632,132(1)

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares\*

11. Percent of Class Represented by Amount in Row 9

0.1%

12. Type of Reporting Person\*

IN

\*SEE INSTRUCTIONS BEFORE FILLING OUT

(1) Includes 317,847 of shares issuable upon the exercise of options exercisable within 60 days of December 31, 2004.

1. Names of Reporting Persons      Canpartners Investments IV, LLC  
 I.R.S. Identification No. of Above Persons (Entities Only)

2. Check the Appropriate Box if a Member of a Group\*

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

California

5. Sole Voting Power

NUMBER OF  
 SHARES  
 BENEFICIALLY  
 OWNED BY  
 EACH  
 REPORTING  
 PERSON  
 WITH

6. Shared Voting Power  
 194,463

7. Sole Dispositive Power

8. Shared Dispositive Power  
 194,463

9. Aggregate Amount Beneficially owned by Each Reporting Person

194,463

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares\*

11. Percent of Class Represented by Amount in Row 9

Less than 0.1%

12. Type of Reporting Person\*

CO

\*SEE INSTRUCTIONS BEFORE FILLING OUT



1. Names of Reporting Persons Canyon Capital Advisors, LLC  
I.R.S. Identification No. of Above Persons (Entities Only)

2. Check the Appropriate Box if a Member of a Group\*

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

6. Shared Voting Power  
194,463(1)

7. Sole Dispositive Power

8. Shared Dispositive Power  
194,463(1)

9. Aggregate Amount Beneficially owned by Each Reporting Person

194,463(1)

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares\*

11. Percent of Class Represented by Amount in Row 9

Less than 0.1%

12. Type of Reporting Person\*

IA

\*SEE INSTRUCTIONS BEFORE FILLING OUT

(1) These shares are owned by Canpartners Investments IV, LLC ("CI"). Canyon Capital Advisors, LLC is the investment advisor to CI and has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of securities held by CI.

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1. Names of Reporting Persons      Rory J. Cowan  
I.R.S. Identification No. of Above Persons (Entities Only)

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2. Check the Appropriate Box if a Member of a Group\*  
(a)   
(b)

---

3. SEC Use Only

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4. Citizenship or Place of Organization

United States of America

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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5. Sole Voting Power 724,322
	6. Shared Voting Power
	7. Sole Dispositive Power 724,322
	8. Shared Dispositive Power

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9. Aggregate Amount Beneficially owned by Each Reporting Person

724,322

---

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares\*

---

11. Percent of Class Represented by Amount in Row 9

0.2%

---

12. Type of Reporting Person\*

IN

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\*SEE INSTRUCTIONS BEFORE FILLING OUT

1. Names of Reporting Persons      Robert T. Dechant  
I.R.S. Identification No. of Above Persons (Entities Only)

2. Check the Appropriate Box if a Member of a Group\*  
(a)   
(b)

3. SEC Use Only

4. Citizenship or Place of Organization

United States of America

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5. Sole Voting Power
	522,634(1)
	6. Shared Voting Power
	7. Sole Dispositive Power
	522,634(1)
	8. Shared Dispositive Power

9. Aggregate Amount Beneficially owned by Each Reporting Person

522,634(1)

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares\*

11. Percent of Class Represented by Amount in Row 9

0.1%

12. Type of Reporting Person\*

IN

\*SEE INSTRUCTIONS BEFORE FILLING OUT

(1) Includes 22,336 shares issuable upon the exercise of options exercisable within 60 days of December 31, 2004.

1. Names of Reporting Persons      Enterprise Associates, LLC  
 I.R.S. Identification No. of Above Persons (Entities Only)

2. Check the Appropriate Box if a Member of a Group\*

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

NUMBER OF  
 SHARES  
 BENEFICIALLY  
 OWNED BY  
 EACH  
 REPORTING  
 PERSON  
 WITH

6. Shared Voting Power  
 209,578

7. Sole Dispositive Power

8. Shared Dispositive Power  
 209,578

9. Aggregate Amount Beneficially owned by Each Reporting Person

209,578

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares\*

11. Percent of Class Represented by Amount in Row 9

Less than 0.1%

12. Type of Reporting Person\*

CO

\*SEE INSTRUCTIONS BEFORE FILLING OUT

1. Names of Reporting Persons      IMS Health, Inc.  
I.R.S. Identification No. of Above Persons (Entities Only)

2. Check the Appropriate Box if a Member of a Group\*

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

6. Shared Voting Power  
209,578(1)

7. Sole Dispositive Power

8. Shared Dispositive Power  
209,578(1)

9. Aggregate Amount Beneficially owned by Each Reporting Person

209,578(1)

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares\*

11. Percent of Class Represented by Amount in Row 9

Less than 0.1%

12. Type of Reporting Person\*

CO

\*SEE INSTRUCTIONS BEFORE FILLING OUT

(1) These shares are held by Enterprise Associates, LLC, a subsidiary of IMS Health, Inc.

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1. Names of Reporting Persons      Vahram V. Erdekian  
I.R.S. Identification No. of Above Persons (Entities Only)

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2. Check the Appropriate Box if a Member of a Group\*

(a)

(b)

---

3. SEC Use Only

---

4. Citizenship or Place of Organization

United States of America

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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5. Sole Voting Power
	49,344
	6. Shared Voting Power
	7. Sole Dispositive Power
	49,344
	8. Shared Dispositive Power

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9. Aggregate Amount Beneficially owned by Each Reporting Person

49,344

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10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares\*

---

11. Percent of Class Represented by Amount in Row 9

Less than 0.1%

---

12. Type of Reporting Person\*

IN

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\*SEE INSTRUCTIONS BEFORE FILLING OUT

1. Names of Reporting Persons      Sheila M. Flaherty  
 I.R.S. Identification No. of Above Persons (Entities Only)

2. Check the Appropriate Box if a Member of a Group\*

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

United States of America

5. Sole Voting Power  
 285,514 (1)

6. Shared Voting Power

7. Sole Dispositive Power  
 285,514 (1)

8. Shared Dispositive Power

9. Aggregate Amount Beneficially owned by Each Reporting Person

285,514 (1)

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares\*

11. Percent of Class Represented by Amount in Row 9

Less than 0.1%

12. Type of Reporting Person\*

IN

\*SEE INSTRUCTIONS BEFORE FILLING OUT

(1) Includes 111,180 shares issuable upon the exercise of options exercisable within 60 days of December 31, 2004.

1. Names of Reporting Persons      Harding Holdings, Inc.  
I.R.S. Identification No. of Above Persons (Entities Only)

2. Check the Appropriate Box if a Member of a Group\*

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Tennessee

5. Sole Voting Power  
242,592

6. Shared Voting Power

7. Sole Dispositive Power  
242,592

8. Shared Dispositive Power

9. Aggregate Amount Beneficially owned by Each Reporting Person

242,592

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares\*

11. Percent of Class Represented by Amount in Row 9

Less than 0.1%

12. Type of Reporting Person\*

CO

\*SEE INSTRUCTIONS BEFORE FILLING OUT



1. Names of Reporting Persons Deborah A. Keeman  
I.R.S. Identification No. of Above Persons (Entities Only)

2. Check the Appropriate Box if a Member of a Group\*

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

United States of America

5. Sole Voting Power  
222,623(1)

6. Shared Voting Power

7. Sole Dispositive Power  
222,623(1)

8. Shared Dispositive Power

9. Aggregate Amount Beneficially owned by Each Reporting Person

222,623(1)

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares\*

11. Percent of Class Represented by Amount in Row 9

Less than 0.1%

12. Type of Reporting Person\*

IN

\*SEE INSTRUCTIONS BEFORE FILLING OUT

(1) Includes 147,519 shares issuable upon the exercise of options exercisable within 60 days of December 31, 2004.

1. Names of Reporting Persons          Jeremiah Kelly  
I.R.S. Identification No. of Above Persons (Entities Only)

2. Check the Appropriate Box if a Member of a Group\*

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

United States of America

5. Sole Voting Power  
348,358(1)

6. Shared Voting Power

7. Sole Dispositive Power  
348,358(1)

8. Shared Dispositive Power

9. Aggregate Amount Beneficially owned by Each Reporting Person

348,358(1)

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares\*

11. Percent of Class Represented by Amount in Row 9

Less than 0.1%

12. Type of Reporting Person\*

IN

\*SEE INSTRUCTIONS BEFORE FILLING OUT

(1) Includes 223,358 shares issuable upon the exercise of options exercisable within 60 days of December 31, 2004.

1. Names of Reporting Persons Linwood A. Lacy  
I.R.S. Identification No. of Above Persons (Entities Only)

2. Check the Appropriate Box if a Member of a Group\*

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

United States of America

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5. Sole Voting Power
	49,247
	6. Shared Voting Power
	7. Sole Dispositive Power
	49,247
	8. Shared Dispositive Power

9. Aggregate Amount Beneficially owned by Each Reporting Person

49,247

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares\*

11. Percent of Class Represented by Amount in Row 9

Less than 0.1%

12. Type of Reporting Person\*

IN

\*SEE INSTRUCTIONS BEFORE FILLING OUT

1. Names of Reporting Persons Terence M. Leahy  
I.R.S. Identification No. of Above Persons (Entities Only)

2. Check the Appropriate Box if a Member of a Group\*

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

United States of America

5. Sole Voting Power  
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 1,357,406(1)

6. Shared Voting Power

7. Sole Dispositive Power  
1,357,406(1)

8. Shared Dispositive Power

9. Aggregate Amount Beneficially owned by Each Reporting Person

1,357,406(1)

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares\*

11. Percent of Class Represented by Amount in Row 9

0.3%

12. Type of Reporting Person\*

IN

\*SEE INSTRUCTIONS BEFORE FILLING OUT

(1) Includes 462,036 shares issuable upon the exercise of options exercisable within 60 days of December 31, 2004.

1. Names of Reporting Persons      Stephen D.R. Moore  
 I.R.S. Identification No. of Above Persons (Entities Only)

2. Check the Appropriate Box if a Member of a Group\*

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

United States of America

5. Sole Voting Power  
 1,207,381

6. Shared Voting Power  
 116,812(1)

7. Sole Dispositive Power  
 1,207,381

8. Shared Dispositive Power  
 116,812(1)

9. Aggregate Amount Beneficially owned by Each Reporting Person

1,324,193(1)

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares\*

11. Percent of Class Represented by Amount in Row 9

0.3%

12. Type of Reporting Person\*

\*SEE INSTRUCTIONS BEFORE FILLING OUT

(1) Includes 116,812 shares held in trust for the benefit of Mr. Moore's minor child, Alexander Moore. Mr. Moore disclaims beneficial ownership in such shares except to the extent of his pecuniary interest therein.

1. Names of Reporting Persons      The Alexander S. Moore Trust Dtd. 6/5/96  
I.R.S. Identification No. of Above Persons (Entities Only)

2. Check the Appropriate Box if a Member of a Group\*

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Massachusetts

5. Sole Voting Power  
116,812

6. Shared Voting Power

7. Sole Dispositive Power  
116,812

8. Shared Dispositive Power

9. Aggregate Amount Beneficially owned by Each Reporting Person

116,812

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares\*

11. Percent of Class Represented by Amount in Row 9

Less than 0.1%

12. Type of Reporting Person\*

OO

\*SEE INSTRUCTIONS BEFORE FILLING OUT

1. Names of Reporting Persons      The Abigail L. Moore Trust Dtd. 6/5/96  
I.R.S. Identification No. of Above Persons (Entities Only)

2. Check the Appropriate Box if a Member of a Group\*

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Massachusetts

5. Sole Voting Power  
116,807

6. Shared Voting Power

7. Sole Dispositive Power  
116,807

8. Shared Dispositive Power

9. Aggregate Amount Beneficially owned by Each Reporting Person

116,807

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares\*

11. Percent of Class Represented by Amount in Row 9

Less than 0.1%

12. Type of Reporting Person\*

OO

\*SEE INSTRUCTIONS BEFORE FILLING OUT

1. Names of Reporting Persons OCM Mezzanine Fund, L.P.  
I.R.S. Identification No. of Above Persons (Entities Only)

2. Check the Appropriate Box if a Member of a Group\*

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

6. Shared Voting Power  
512,986

7. Sole Dispositive Power

8. Shared Dispositive Power  
512,986

9. Aggregate Amount Beneficially owned by Each Reporting Person

512,986

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares\*

11. Percent of Class Represented by Amount in Row 9

0.1%

12. Type of Reporting Person\*

PN

\*SEE INSTRUCTIONS BEFORE FILLING OUT



1. Names of Reporting Persons      Oaktree Capital Management, LLC  
 I.R.S. Identification No. of Above Persons (Entities Only)

2. Check the Appropriate Box if a Member of a Group\*

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

NUMBER OF  
 SHARES  
 BENEFICIALLY  
 OWNED BY  
 EACH  
 REPORTING  
 PERSON  
 WITH

6. Shared Voting Power  
 512,986(1)

7. Sole Dispositive Power

8. Shared Dispositive Power  
 512,986(1)

9. Aggregate Amount Beneficially owned by Each Reporting Person

512,986(1)

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares\*

11. Percent of Class Represented by Amount in Row 9

0.1%

12. Type of Reporting Person\*

IA

\*SEE INSTRUCTIONS BEFORE FILLING OUT

(1)Oaktree Capital Management, LLC ("Oaktree"), is a registered investment adviser under the Investment Advisers Act of 1940, as amended, acting as the general partner of OCM Mezzanine Fund, L.P., a Delaware limited partnership (the "Mezzanine Fund"). The Mezzanine Fund is the direct beneficial owner of 512,986 shares of the issuer's common stock. Oaktree is a limited liability company managed by an executive committee, the members of which are Howard S. Marks, Bruce A. Karsh, David Kirchheimer, Sheldon M. Stone, D. Richard Masson, Larry W. Keele, Stephen A. Kaplan, Russel S. Bernard, John W. Moon, Kevin L. Clayton, and John B. Frank. Each of such persons may be deemed a beneficial owner of the securities listed herein by virtue of such status as members of Oaktree. Except to the extent of their respective pecuniary interests therein, Oaktree and each such person disclaims beneficial ownership of the shares listed herein and the filing of this Schedule 13G/A shall not be construed as an admission that such person is the beneficial owner of any securities covered by this Schedule 13G/A.

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1. Names of Reporting Persons Morton H. Rosenthal  
I.R.S. Identification No. of Above Persons (Entities Only)

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2. Check the Appropriate Box if a Member of a Group\*  
(a)   
(b)

---

3. SEC Use Only

---

4. Citizenship or Place of Organization

United States of America

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NUMBER OF SHARES	5. Sole Voting Power 1,178,027
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BENEFICIALLY OWNED BY	6. Shared Voting Power
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EACH REPORTING PERSON	7. Sole Dispositive Power 1,178,027
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WITH	8. Shared Dispositive Power
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9. Aggregate Amount Beneficially owned by Each Reporting Person

1,178,027

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10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares\*

---

11. Percent of Class Represented by Amount in Row 9

0.2%

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12. Type of Reporting Person\*

IN

---

\*SEE INSTRUCTIONS BEFORE FILLING OUT

1. Names of Reporting Persons Samuel C. Sichko (as Trustee of the Murray 2003 Qualified Annuity Trust)  
I.R.S. Identification No. of Above Persons (Entities Only)

2. Check the Appropriate Box if a Member of a Group\*

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

United States of America

5. Sole Voting Power

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

6. Shared Voting Power  
821,537(1)

7. Sole Dispositive Power

8. Shared Dispositive Power  
821,537(1)

9. Aggregate Amount Beneficially owned by Each Reporting Person

821,537(1)

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares\*

11. Percent of Class Represented by Amount in Row 9

0.2%

12. Type of Reporting Person\*

IN

\*SEE INSTRUCTIONS BEFORE FILLING OUT

(1) This statement shall not be construed as an admission that the trustee is the beneficial owner of the shares held in the trust and the trustee expressly disclaims beneficial ownership of the shares.

1. Names of Reporting Persons      Watson Kendale Southerland  
I.R.S. Identification No. of Above Persons (Entities Only)

2. Check the Appropriate Box if a Member of a Group\*

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

United States of America

5. Sole Voting Power  
784,346(1)

6. Shared Voting Power

7. Sole Dispositive Power  
784,346(1)

8. Shared Dispositive Power

9. Aggregate Amount Beneficially owned by Each Reporting Person

784,346(1)

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares\*

11. Percent of Class Represented by Amount in Row 9

0.2%

12. Type of Reporting Person\*

IN

\*SEE INSTRUCTIONS BEFORE FILLING OUT

(1) Includes 357,380 shares issuable upon the exercise of options exercisable within 60 days of December 31, 2004.

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1. Names of Reporting Persons Randy S. Stone  
I.R.S. Identification No. of Above Persons (Entities Only)

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2. Check the Appropriate Box if a Member of a Group\*  
(a)   
(b)

---

3. SEC Use Only

---

4. Citizenship or Place of Organization

United States of America

---

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5. Sole Voting Power 12,000
	6. Shared Voting Power
	7. Sole Dispositive Power 12,000
	8. Shared Dispositive Power

---

9. Aggregate Amount Beneficially owned by Each Reporting Person

12,000

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares\*

11. Percent of Class Represented by Amount in Row 9

Less than 0.1%

12. Type of Reporting Person\*

IN

---

\*SEE INSTRUCTIONS BEFORE FILLING OUT

1. Names of Reporting Persons      David A. Tanner  
I.R.S. Identification No. of Above Persons (Entities Only)

2. Check the Appropriate Box if a Member of a Group\*

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

United States of America

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5. Sole Voting Power 384,499
	6. Shared Voting Power
	7. Sole Dispositive Power 384,499
	8. Shared Dispositive Power

9. Aggregate Amount Beneficially owned by Each Reporting Person

384,499

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares\*

11. Percent of Class Represented by Amount in Row 9

Less than 0.1%

12. Type of Reporting Person\*

IN

\*SEE INSTRUCTIONS BEFORE FILLING OUT

1. Names of Reporting Persons      The Murray 2003 Qualified Annuity Trust  
 I.R.S. Identification No. of Above Persons (Entities Only)

2. Check the Appropriate Box if a Member of a Group\*

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Massachusetts

5. Sole Voting Power  
 821,537

6. Shared Voting Power

7. Sole Dispositive Power  
 821,537

8. Shared Dispositive Power

9. Aggregate Amount Beneficially owned by Each Reporting Person

821,537

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares\*

11. Percent of Class Represented by Amount in Row 9

0.2%

12. Type of Reporting Person\*

OO

\*SEE INSTRUCTIONS BEFORE FILLING OUT

**Item 1(a). Name of Issuer:**

CMGI, Inc.

**Item 1(b). Address of Issuer's Principal Executive Offices:**

1100 Winter Street  
Waltham, Massachusetts 02451

**Item 2(a). Name of Person Filing:**

This statement is being filed by R. Scott Murray, Timothy M. Adams, Bank of America Corporation, BankAmerica Investment Corporation, Fleet National Bank, Daniel F. Beck, Canpartners Investments IV, LLC, Canyon Capital Advisors, LLC, Rory J. Cowan, Robert T. Dechant, Enterprise Associates, LLC, IMS Health, Inc., Vahram V. Erdekian, Sheila M. Flaherty, Harding Holdings, Inc., Deborah A. Keeman, Jeremiah Kelly, Linwood A. Lacy, Terence M. Leahy, Stephen D.R. Moore, The Alexander S. Moore Trust Dtd. 6/5/96, The Abigail L. Moore Trust Dtd. 6/5/96, OCM Mezzanine Fund, L.P., Oaktree Capital Management, LLC, Morton H. Rosenthal, Samuel L. Sichko, W. Ken Southerland, Randy S. Stone, David A. Tanner and The Murray 2003 Qualified Annuity Trust (each a "Reporting Person" and collectively, the "Reporting Persons"). The Reporting Persons are making this single, joint filing because they may be deemed to constitute a "group" within the meaning of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). The agreement among the Reporting Persons to file jointly (the "Joint Filing Agreement") is attached hereto as Exhibit 1.

**Item 2(b). Address of Principal Business Office or, if None, Residence:**

R. Scott Murray  
108 Dover Road  
Wellesley, MA 02482

Timothy M. Adams  
130 Wilsondale Street  
Westwood, MA 02090

BankAmerica Investment Corporation  
Bank of America Corporation  
Fleet National Bank  
231 S. LaSalle Street  
Chicago, IL 60697

Daniel F. Beck  
58 Hollis Street  
Groton, MA 01450



Canpartners Investments IV, LLC  
Canyon Capital Advisors, LLC  
9665 Wilshire Boulevard  
Suite 200  
Beverly Hills, CA 90212

Rory J. Cowan  
281 Fairhaven Hill Road  
Concord, MA 01742

Robert T. Dechant  
2 Shasta Drive  
N. Reading, MA 01864

Enterprise Associates, LLC  
IMS Health, Inc.  
c/o Venkon Group LLC  
325 Riverside Avenue  
Westport, CT 06880

Vahram V. Erdekian  
928 West Cliff Drive  
Santa Cruz, CA 05060

Sheila M. Flaherty  
177 Beacon Street, #4  
Boston, MA 02116

The Alexander S. Moore Trust Dtd. 6/5/96  
The Abigail L. Moore Trust  
Dtd. 6/5/96  
c/o Kevin O'Shea  
100 Federal Street  
Boston, MA 02110

Harding Holdings, Inc.  
4400 Harding Road  
Nashville, TN 37205

Deborah A. Keeman  
11 Emerson Road  
E. Walpole, MA 02032

Jeremiah Kelly  
8 Captain Ryder Road  
S. Yarmouth, MA 02664

Linwood A. Lacy  
2304 Cranborne Road  
Midlothian, VA 23113

Terence M. Leahy  
27 Meriam Street  
Lexington, MA 02420

Stephen D.R. Moore  
10 West Bellevue Avenue  
Cambridge, MA 02140

OCM Mezzanine Fund, L.P.  
Oaktree Capital Management, LLC  
1301 Avenue of the Americas  
34th Floor  
New York, NY 10019

Morton H. Rosenthal  
49 Washington Avenue  
Cambridge, MA 02140

Watson Kendale Southerland  
3595 Canton Road  
A-9 PMB 340  
Marietta, GA 30066

Randy S. Stone  
83 Viles Street  
Weston, MA 02493

David A. Tanner  
17 Windsor Road  
Dover, MA 02030

The Murray 2003 Qualified Annuity Trust  
Samuel C. Sichko, Trustee  
585 Commercial Street  
Boston, MA 02109-1024

**Item 2(c). Citizenship:**

The information contained in Item 4 of each of the cover pages hereto is incorporated by reference herein.

**Item 2(d). Title of Class of Securities:**

Common Stock, par value \$0.01 per share.

**Item 2(e). CUSIP Number:**

125750 10 9

**Item 3. If this Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is:**

N/A

**Item 4. Ownership:**

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount Beneficially owned:

This Schedule 13G/A is being filed on behalf of the Reporting Persons who, along with Bain Capital Fund IV, L.P., Bain Capital Partners V, L.P., BCIP Associates, BCIP Trust Associates, L.P., BCIP Trust Associates II, BCIP Trust Associates II-B, BCM Capital Partners, L.P., J.P. Morgan Partners (BHCA), L.P., Information Partners, Nicholas G. Nomicos, Sankaty Credit Opportunities, L.P., Sankaty High Yield Partners II, L.P., and Sankaty High Yield Partners III, L.P. (the "Other Persons"), may be deemed as a group with respect to the ownership of the common stock of the issuer as a result of the Reporting Persons or their affiliates and the Other Persons being signatories to that certain Stock Transfer Agreement, dated as of March 23, 2004 and that certain Stockholder Selling Agreement, dated as of August 2, 2004. As of December 31, 2004, the Reporting Persons, together with the Other Persons, may be deemed to beneficially own in the aggregate 22,089,619 shares of common stock of the issuer.

Neither the fact of this filing nor anything contained herein shall be deemed an admission by the Reporting Person that a group exists within the meaning of the Securities Exchange Act of 1934. Each Reporting Person disclaims beneficial ownership of common stock of the issuer directly beneficially owned by any other of the Reporting Persons or of the Other Persons except as noted in the cover pages hereto.

(b) Percent of class:

As of December 31, 2004, the Reporting Persons, together with the Other Persons, may be deemed to beneficially own in the aggregate 4.6% of the common stock of the issuer, based on the number of shares of common stock of the issuer outstanding

as reported in the issuer's Form 10-Q for the quarter ended October 31, 2004.

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote:

Each Reporting Person possesses the sole power to vote or direct the vote of the number of shares referred to on the respective cover page for such reporting person.

(ii) Shared power to vote or to direct the vote:

Each Reporting Person possesses shared power to vote or direct the vote of the number of shares referred to on the respective cover page for such reporting person.

(iii) Sole power to dispose or to direct the disposition of:

Each Reporting Person possesses the sole power to dispose or direct the disposition of the number of shares referred to on the respective cover page for such reporting person.

(iv) Shared power to dispose or to direct the disposition of:

Each Reporting Person possesses the shared power to dispose or direct the disposition of the number of shares referred to on the respective cover page for such reporting person.

**Item 5. Ownership of Five Percent or Less of a Class:**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following .

**Item 6. Ownership of More than Five Percent on Behalf of Another Person:**

N/A

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person:**

N/A

**Item 8. Identification and Classification of Members of the Group:**

This Schedule 13G/A is being filed on behalf of each of the Reporting Persons pursuant to Rules 13d-1(c) and 13d-1(k)(1)(iii). The identity of each of the Reporting Persons is set forth in Item 2(a) hereof and the identity of each of the Other Persons is set forth in Item 4(a) hereof.

**Item 9. Notice of Dissolution of Group:**

N/A

**Item 10. Certifications:**

By signing below each of the undersigned certifies that, to the best of its knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, each of the undersigned certifies that the information with respect to it set forth in this statement is true, complete and correct on January 24, 2005.

R. Scott Murray

By: /s/ R. Scott Murray

---

R. Scott Murray

Timothy M. Adams

By: /s/ R. Scott Murray

---

R. Scott Murray, Attorney-In-Fact

Bank of America Corporation

By: /s/ Charles F. Bowman

---

Charles F. Bowman, Senior Vice President

BankAmerica Investment Corporation

By: /s/ Julie Kunetka

---

Julie Kunetka, Senior Vice President

Fleet National Bank

By: /s/ Charles F. Bowman

---

Charles F. Bowman, Senior Vice President

Daniel F. Beck

By: /s/ R. Scott Murray

---

R. Scott Murray, Attorney-In-Fact

Canpartners Investments IV, LLC

By: /s/ R. Scott Murray

---

R. Scott Murray, Attorney-In-Fact

Canyon Capital Advisors, LLC

By: /s/ R. Scott Murray

---

R. Scott Murray, Attorney-In-Fact

Rory J. Cowan

By: /s/ R. Scott Murray

---

R. Scott Murray, Attorney-In-Fact

Robert T. Dechant

By: /s/ R. Scott Murray

---

R. Scott Murray, Attorney-In-Fact

Enterprise Associates, LLC

By: /s/ R. Scott Murray

---

R. Scott Murray, Attorney-In-Fact

IMS Health, Inc.

By: /s/ R. Scott Murray

---

R. Scott Murray, Attorney-In-Fact

Vahram V. Erdekian

By: /s/ R. Scott Murray

---

R. Scott Murray, Attorney-In-Fact

Sheila M. Flaherty

By: /s/ R. Scott Murray

---

R. Scott Murray, Attorney-In-Fact

The Alexander S. Moore Trust Dtd. 6/5/96

By: /s/ R. Scott Murray

---

R. Scott Murray, Attorney-In-Fact

The Abigail L. Moore Trust Dtd. 6/5/96

By: /s/ R. Scott Murray

---

R. Scott Murray, Attorney-In-Fact

Harding Holdings, Inc.

By: /s/ R. Scott Murray

---

R. Scott Murray, Attorney-In-Fact

Deborah A. Keeman

By: /s/ R. Scott Murray

---

R. Scott Murray, Attorney-In-Fact

Jeremiah Kelly

By: /s/ R. Scott Murray

---

R. Scott Murray, Attorney-In-Fact

Linwood A. Lacy

By: /s/ R. Scott Murray

---

R. Scott Murray, Attorney-In-Fact

Terence M. Leahy

By: /s/ R. Scott Murray

---

R. Scott Murray, Attorney-In-Fact



Stephen D.R. Moore

By: /s/ R. Scott Murray

---

R. Scott Murray, Attorney-In-Fact

OCM Mezzanine Fund, L.P.

By: /s/ R. Scott Murray

---

R. Scott Murray, Attorney-In-Fact

Oaktree Capital Management, LLC

By: /s/ R. Scott Murray

---

R. Scott Murray, Attorney-In-Fact

Nicholas G. Nomicos

By: /s/ R. Scott Murray

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R. Scott Murray, Attorney-In-Fact

Morton H. Rosenthal

By: /s/ R. Scott Murray

---

R. Scott Murray, Attorney-In-Fact

Samuel L. Sichko

By: /s/ R. Scott Murray

---

R. Scott Murray, Attorney-In-Fact

W. Ken Southerland

By: /s/ R. Scott Murray

---

R. Scott Murray, Attorney-In-Fact

Randy S. Stone

By: /s/ R. Scott Murray

---

R. Scott Murray, Attorney-In-Fact

David A. Tanner

By: /s/ R. Scott Murray

---

R. Scott Murray, Attorney-In-Fact

The Murray 2003 Qualified Annuity Trust

By: /s/ R. Scott Murray

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R. Scott Murray, Attorney-In-Fact

**Exhibits**

1. Joint Filing Agreement
2. Power of Attorney for each of the Reporting Persons other than Bank of America Corporation, BankAmerica Investment Corporation and Fleet National Bank is incorporated herein by reference to Exhibit 2 to the Schedule 13G dated August 2, 2004 and filed August 6, 2004 by the Reporting Persons (File No. 005-43347)

**JOINT FILING AGREEMENT**

Pursuant to Rule 13d-1(k) promulgated under the Securities Exchange Act of 1934, as amended, the undersigned hereby agree to file with the Securities and Exchange Commission the Statement on Schedule 13G (the "Statement") to which this Agreement is attached as an exhibit, and any amendments thereto, and agree that such Statement, as so filed, is filed on behalf of each of them, and that any amendments thereto will be filed on behalf of each of them.

IN WITNESS WHEREOF, the undersigned have executed this Agreement in counterparts, each of which shall be deemed an original and all of which together shall constitute one and the same instrument.

/s/ Timothy M. Adams  
Signature

Timothy M. Adams  
Print Name

/s/ Daniel F. Beck  
Signature

Daniel F. Beck  
Print Name

Canpartners Investments IV, LLC

By: /s/ Joshua S. Friedman  
Signature

Joshua S. Friedman, Managing Director  
Print Name

Canyon Capital Advisors, LLC

/s/ Joshua S. Friedman  
Signature

Joshua S. Friedman, Managing Director  
Print Name

/s/ Rory J. Cowan

Signature

Rory J. Cowan

Print Name

/s/ Robert T. Dechant

Signature

Robert T. Dechant

Print Name

ENTERPRISE ASSOCIATES LLC

By: /s/ Venetia Kontogouris

Signature

Venetia Kontogouris

Print Name

IMS HEALTH INCORPORATED

By: /s/ Robert H. Steinfeld

Robert H. Steinfeld as Senior Vice President and Corporate Secretary

Print Name

/s/ Vahram Erdekian

Signature

Vahram Erdekian

Print Name

/s/ Sheila M. Flaherty

Signature

Sheila M. Flaherty

Print Name

FLEET NATIONAL BANK, TRUSTEE OF THE  
ABEGAIL L. MOORE TRUST

By: Kevin C. O'Shea, Vice President

/s/ Kevin C. O'Shea  
Signature

Kevin C. O'Shea  
Print Name

FLEET NATIONAL BANK, TRUSTEE OF THE  
ALEXANDER S. MOORE TRUST

By: Kevin C. O'Shea, Vice President

/s/ Kevin C. O'Shea  
Signature

Kevin C. O'Shea  
Print Name

HARDING HOLDINGS INC.

By: /s/ Mary K. Cavarra  
Signature

Mary K. Cavarra, Vice President  
Print Name

/s/ Deborah A. Keeman  
Signature

Deborah A. Keeman  
Print Name

/s/ Jeremiah Kelly  
Signature

Jeremiah Kelly  
Print Name

/s/ Linwood A. Lacy, Jr.

Signature

Linwood A. Lacy, Jr.

Print Name

/s/ Terence M. Leahy

Signature

Terence M. Leahy

Print Name

/s/ Stephen D.R. Moore

Signature

Stephen D.R. Moore

Print Name

/s/ R. Scott Murray

Signature

R. Scott Murray

Print Name

OCM MEZZANINE FUND, L.P.

By: Oaktree Capital Management, LLC, general partner

By: Robert E. Davis

/s/ Robert E. Davis

Signature

Robert E. Davis

Print Name

By: William B. Sacher

/s/ William B. Sacher

Signature

William B. Sacher

Print Name

Oaktree Capital Management, LLC

By: /s/ William Casperson  
Signature

William Casperson, Managing Director  
Print Name

By: /s/ William B. Sacher  
Signature

William B. Sacher, Managing Director  
Print Name

/s/ Morton H. Rosenthal  
Signature

Morton H. Rosenthal  
Print Name

/s/ Samuel C. Sichko  
Signature

Samuel C. Sichko  
Print Name

The Murray 2003 Qualified Annuity Trust

By: /s/ Samuel C. Sichko  
Signature

Samuel C. Sichko, Trustee  
Print Name

/s/ W. Ken Southerland  
Signature

W. Ken Southerland  
Print Name

/s/ Randy Stone

Signature

Randy Stone

Print Name

/s/ D.A. Tanner

Signature

David A. Tanner

Print Name