

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D
(RULE 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO
RULE 13D-1(A)
AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13D-2(A)
(AMENDMENT NO. 4)

Engage, Inc.

(Name of Issuer)

Common Stock, par value \$.01 per share

(Title of Class of Securities)

292827102

(CUSIP Number)

William Williams, II, General Counsel, CMGI, Inc., 100 Brickstone Square,
Andover, Massachusetts, 01810 978-684-3600

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

December 31, 2000

(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 which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check the following box .

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule including all exhibits. See Rule 13d-7(b) for other parties to whom copies are to be sent.

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 disclosures provided in a prior cover page.

The information required on 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).

(Continued on following pages)
(Page 1 of 6 Pages)

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

CMGI, Inc.
04-2921333

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

N/A

(a) / /
(b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS*

00

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2(e)

N/A

/ /

6 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Delaware

7 SOLE VOTING POWER

NUMBER OF
SHARES

151,873,081

BENEFICIALLY

8

SHARED VOTING POWER

OWNED BY

0

EACH

9

SOLE DISPOSITIVE POWER

REPORTING

151,873,081

PERSON

10

SHARED DISPOSITIVE POWER

WITH

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

151,873,081

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

/ /

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

77.11%

14 TYPE OF REPORTING PERSON*

CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

Neither the filing of this Schedule 13D nor any of its contents shall be deemed to constitute an admission by CMGI, Inc., a Delaware corporation ("CMGI"), that it is the beneficial owner of any of the Common Stock referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended (the "Act"), or for any other purpose, and such beneficial ownership is expressly disclaimed.

Item 1. SECURITY AND ISSUER.

This statement on Schedule 13D relates to the Common Stock, \$0.01 par value per share (the "Engage Common Stock") of Engage, Inc., a Delaware corporation ("Engage" or "Issuer"). The principal executive offices of Engage are located at 100 Brickstone Square, Andover, MA 01810.

Item 2. IDENTITY AND BACKGROUND.

The name of the corporation filing this statement is CMGI, Inc. CMGI, Inc.'s principal business is developing and operating Internet and direct marketing companies and funding synergistic Internet companies through its affiliated venture funds. The address of the principal executive offices of CMGI is 100 Brickstone Square, Andover, Massachusetts 01810. To the best knowledge of CMGI, Inc., set forth on Schedule A, which is incorporated herein by reference, is the

- name, residence or business address
- present principal occupation or employment and the name, principal business and address of any corporation or other organization in which such employment is conducted
- shares of Engage Common Stock beneficially owned, and
- citizenship

of each of CMGI's directors and executive officers, as of the date hereof. Neither CMGI nor, to the best of CMGI's knowledge, any person named on Schedule A hereto is required to disclose legal proceedings pursuant to Items 2(d) or 2(e).

Item 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

On December 29, 2000, CMGI, Inc. disposed of an aggregate of 466,189 shares of Engage Common Stock. These shares were initially issued by Engage, Inc. to CMGI, Inc. under the Agreement and Plan of Merger and Contribution (the "Merger Agreement"), dated as of January 19, 2000, by and among Engage, Inc., CMGI, Inc., AdSmart Corporation, Flycast Communications Corporation and FCET Corp. In accordance with the Merger Agreement, CMGI, Inc. was required to return these shares to Engage, Inc. if certain conditions to the issuance of the shares were not met.

Item 4. PURPOSE OF THE TRANSACTION.

On December 29, 2000, CMGI, Inc. disposed of an aggregate of 466,189 shares of Engage Common Stock. These shares were initially issued by Engage, Inc. to CMGI, Inc. under the Agreement and Plan of Merger and Contribution (the "Merger Agreement"), dated as of January 19, 2000, by and among Engage, Inc., CMGI, Inc., AdSmart Corporation, Flycast Communications Corporation and FCET Corp. In accordance with the Merger Agreement, CMGI, Inc. was required to return 466,189 shares to Engage, Inc. if certain conditions to the issuance of the shares were not met.

Item 5. INTEREST IN SECURITIES OF THE ISSUER.

(a)-(b) CMGI, Inc. owns 151,873,081 shares of Engage, Inc., representing 77.11% of Engage, Inc.'s outstanding common stock as of December 31, 2000. CMGI, Inc. has sole power to vote or direct the vote and dispose or direct the disposition as to all such shares. CMGI, Inc. does not have shared power to vote or direct the votes or shared power to dispose or direct the disposition as to any shares.

(c) On December 29, 2000, CMGI, Inc. disposed of an aggregate of 466,189 shares of Engage Common Stock. These shares were initially issued by Engage, Inc. to CMGI, Inc. under the Agreement and Plan of Merger and Contribution (the "Merger Agreement"), dated as of January 19, 2000, by and among Engage, Inc., CMGI, Inc., AdSmart Corporation, Flycast Communications Corporation and FCET Corp. In accordance with the Merger Agreement, CMGI, Inc. was required to return 466,189 shares to Engage, Inc. if certain conditions to the issuance of the shares were not met.

(d)-(e) Not applicable.

Item 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT

TO SECURITIES OF THE ISSUER.

Other than the Merger Agreement (defined above), the Purchase Agreement and the Investor Rights Agreement, Amendment No. 1, dated as of June 22, 2000, by and among CMGI, Engage and certain other investors, to the best knowledge of CMGI, there are no contracts, arrangements, understandings or relationships (legal or otherwise) among the persons or entities listed in Item 2 and between such persons or entities and any person or entity with respect to any securities of Engage, including but not limited to transfer of voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or loss, or the giving or withholding of proxies.

Item 7. MATERIAL TO BE FILED AS EXHIBITS.

Not applicable.

SIGNATURE

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

DATED: February 14, 2001

CMGI, INC.

By: /s/ Andrew J. Hajducky III

Andrew J. Hajducky III

Title: Executive Vice President,
Chief Financial Officer
and Treasurer

Schedule A

NAME	BUSINESS ADDRESS	SHARES OF ENGAGE COMMON STOCK BENEFICIALLY OWNED
EXECUTIVE OFFICERS OF CMGI		
David S. Wetherell Chairman of the Board, President, Chief Executive Officer and Secretary	100 Brickstone Square Andover, MA 01810	46,000
Andrew J. Hajducky III Executive Vice President, Chief Financial Officer and Treasurer	100 Brickstone Square Andover, MA 01810	0
David Andonian President, Corporate Development	100 Brickstone Square Andover, MA 01810	0
Joel B. Rosen Chief Executive Officer, NaviSite, Inc. (a subsidiary of CMGI)	100 Brickstone Square Andover, MA 01810	0
Anthony Nuzzo President, Chief Executive Officer, Engage, Inc. (a subsidiary of CMGI)	100 Brickstone Square Andover, MA 01810	0
Gregory Jones President and Chief Executive Officer, uBid, Inc. (a subsidiary of CMGI)	100 Brickstone Square Andover, MA 01810	0
Richard F. Torre President, Chief Executive Officer, SalesLink Corporation (a subsidiary of CMGI)	100 Brickstone Square Andover, MA 01810	0
DIRECTORS OF CMGI (PRESENT PRINCIPAL OCCUPATION)		
William H. Berkman (Principal, The Associated Group)	The Associated Group 650 Madison Avenue New York, NY 10022	0
Avram Miller (Chief Executive Officer, The Avram Miller Company)	The Avram Miller Company 50 California Street San Francisco, CA 94111	0
Robert J. Ranalli	2923 Indigo Bush Way Naples, FL 34105	20,000
Harold F. Enright Jr.	Compaq Computer Corporation MS 110605 20555 State Highway 249 Houston, TX 77070	0
David S. Wetherell	See Above	See Above

* Unless otherwise indicated, each person exercises sole voting and dispositive power over shares of Engage Common Stock beneficially owned by such person.

Citizenship of the above named persons: USA