

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>BAIN CAPITAL INVESTORS LLC</u> (Last) (First) (Middle) <u>C/O BAIN CAPITAL, LLC</u> <u>111 HUNTINGTON AVENUE</u> (Street) <u>BOSTON MA 02199</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 08/02/2004	3. Issuer Name and Ticker or Trading Symbol <u>CMGI INC [CMGI]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) See Footnote (4)	5. If Amendment, Date of Original Filed (Month/Day/Year) _____ 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, \$0.01 par value	20,170,492	I	See Footnotes ⁽¹⁾⁽²⁾⁽³⁾

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				

Explanation of Responses:

- Bain Capital Investors, LLC ("BCI"), as the sole general partner of Bain Capital Partners IV, L.P. ("BCP IV"), and BCP IV, as the sole general partner of Bain Capital Fund IV, L.P. ("BCF") and the managing partner of Information Partners, may each be deemed to share voting and dispositive power with respect to the 11,059,221 shares held by BCF and the 389,331 shares held by Information Partners. BCI and BCP IV disclaim beneficial ownership of such securities except to the extent of their pecuniary interest therein.
- BCI, as the sole general partner of Bain Capital Partners V, L.P. ("BCP V") may be deemed to share voting and dispositive power with respect to the 7,694,938 shares held by BCP V. BCI disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein.
- BCI is the sole member of the management committee of each of BCIP Associates ("BCIP") and BCIP Trust Associates, L.P. ("BCIPT"), and is the managing partner of BCIP Trust Associates II ("BCIPT II") and BCIP Trust Associates II-B ("BCIPT II-B") and thus may be deemed to share voting and dispositive power with respect to the 641,116 shares held by BCIP, the 380,700 shares held by BCIPT, the 3,942 shares held by BCIP II, and the 1,244 shares held by BCIPT II-B. BCI disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein.

Remarks:

(4) Bain Capital Fund IV, L.P., Information Partners, BCIP Associates, BCIP Trust Associates, L.P., Bain Capital Partners V, L.P., BCIP Trust Associates II and BCIP Trust Associates II-B are parties to a Stock Transfer Agreement, dated as of March 23, 2003 and a Stockholder Selling Agreement dated as of August 2, 2004 and consequently may be considered to acting as a group with the other persons and entities party thereto. The Reporting Persons disclaim beneficial ownership of all such shares held by such parties and make this filing on behalf of themselves only.

/s/ Michael F. Goss, Bain Capital Investors, LLC 08/03/2004

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

Pursuant to Instruction 5(b)(v) of the General Instructions to Form 3, this Form 3 is also being filed on behalf of the Reporting Persons set forth below. All of the information set forth in the attached Form 3 for Bain Capital Investors, LLC is the same for the Reporting Persons set forth below unless otherwise noted.

TABLE I: Non-Derivative Securities

Name and Address of Reporting Person	Amount or Number of Shares	Ownership Form of Derivative Security: Direct (D) or Indirect (I)	Nature of Indirect Beneficial Ownership
Bain Capital Fund IV, L.P.	11,059,221	D	
Information Partners	389,331	D	
BCIP Associates	641,116	D	
BCIP Trust Associates, L.P.	380,700	D	
Bain Capital Partners V, L.P.	7,694,938	D	
BCIP Trust Associates II	3,942	D	
BCIP Trust Associates II-B	1,244	D	
Bain Capital Partners IV, L.P.	11,448,552	I	(2)

Signature of Reporting Persons:

BAIN CAPITAL INVESTORS, LLC for itself, on behalf of itself in its capacity as general partner of Bain Capital Partners IV, L.P., on behalf of Bain Capital Partners IV, L.P. in its capacity as general partner of Bain Capital Fund IV, L.P. and in its capacity as managing partner of Information Partners, for itself in its capacity as general partner of Bain Capital Partners V, L.P., for itself in its capacity as sole member of the management committee of BCIP Associates and BCIP Trust Associates, L.P. and for itself in its capacity as managing partner of BCIP Trust Associates II and BCIP Trust Associates II-B.

By: /s/ Michael F. Goss

Name: Michael F. Goss

Title: Managing Director