

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. 2)

Engage, Inc.

(Name of Issuer)

Common Stock, par value \$.01 per share

(Title of Class of Securities)

292827102

(CUSIP Number)

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

April 28, 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(e), 13d-1(f) or 13d-1(g), 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 8 Pages)

NAMES OF REPORTING PERSONS

1. S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

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*

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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 151,308,282

SHARES

8. SHARED VOTING POWER

BENEFICIALLY 0

OWNED BY

9. SOLE DISPOSITIVE POWER

EACH 151,308,282

REPORTING

10. SHARED DISPOSITIVE POWER

PERSON 0

WITH

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

87.4%

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

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
13. 87.4%

TYPE OF REPORTING PERSON*
14. 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. 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 Insurer.

This statement on Schedule 13D relates to the 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., a Delaware corporation ("CMGI"). CMGI'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. Set forth on Schedule A 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 Common Stock of Engage, \$.01 par value per share (the "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.

Item 3 is amended as follows:

CMGI and Engage entered into an Agreement and Plan of Merger and Contribution (the "Flycast/Adsmart Merger Agreement"), dated as of January 19, 2000, by and among CMGI, Engage, FCET Acquisition Corp., a Delaware corporation and a wholly owned subsidiary of Engage ("Merger Sub"), Flycast Communications Corporation, a wholly owned subsidiary of CMGI ("Flycast"), and Adsmart Corporation, a subsidiary of CMGI ("Adsmart").

Under the terms of the Flycast/Adsmart Merger Agreement, (i) CMGI agreed to contribute all of the outstanding shares of Flycast to Engage (the "Flycast Contribution") in exchange for an aggregate of 53,773,930 shares of Engage Common Stock, and (ii) Adsmart agreed to be merged with Merger Sub, with Adsmart being the Surviving Corporation (the "Adsmart Merger"). In the Adsmart Merger, each share of Adsmart common stock would be converted into and represent the right to receive such number of shares of Engage Common Stock as is determined by dividing 11,223,704 by the sum of the number of shares of Adsmart capital stock outstanding and the number of shares of Adsmart common stock subject to stock options.

The Adsmart Merger and the Flycast Contribution became effective on April 28, 2000.

As a result of the Adsmart Merger, each share of Adsmart capital stock was converted into the right to receive .08672694 shares of Engage Common Stock. CMGI received an aggregate of 10.8 million shares of Engage Common Stock in the Adsmart Merger.

Item 4. Purpose of the Transaction.

Item 4 is amended as follows:

The purpose of the acquisition of securities of Engage was to facilitate the acquisition of Flycast and Adsmart by Engage. CMGI believes that the acquisitions of Flycast and Adsmart by Engage were intended to further Engage's goal of bringing together complementary Internet marketing and advertising properties to create a single organization that would create and deliver the next generation in online marketing solutions.

Item 5. Interest in Securities of the Issuer.

Item 5 is amended as follows:

(a)-(b) As a result of the Flycast Contribution and the Adsmart Merger and CMGI's prior holdings of Engage Common Stock, CMGI may be deemed the beneficial owner of 151,308,282 shares of Engage Common Stock with sole voting and dispositive power regarding these shares. Such Issuer Common Stock constitutes approximately 87.4% of the issued and outstanding shares of Issuer Common Stock.

(c) Beneficial ownership of shares of Engage Common Stock of directors and executive officers of CMGI is set forth on Schedule A. CMGI acquired an aggregate of 64,224,740 shares of Engage Common Stock since the most recent filing on Schedule 13D (February 15, 2000) as a result of completion on April 28, 2000 of the Flycast Contribution and the Adsmart Merger.

(d)-(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect

to Securities of the Issuer.

Item 6 is amended as follows:

Other than the Flycast/Adsmart Merger Agreement, 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.

Item 7 is amended as follows:

1. The Agreement and Plan of Merger and Contribution, dated as of January 19, 2000, by and among CMGI, Engage, Merger Sub, Flycast and Adsmart is incorporated herein by reference to Exhibit 10.1 to the Quarterly Report on Form 10-Q for the quarter ended January 31, 2000 of Engage (File No. 000-26671).

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: May 10, 2000

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
Hans G. Hawrysz Executive Vice President, Strategy and Planning	100 Brickstone Square Andover, MA 01810	2,000
Joel B. Rosen Chief Executive Officer, NaviSite, Inc.	100 Brickstone Square Andover, MA 01810	0
Paul L. Schaut President, Chief Executive Officer, Engage Technologies, Inc. (a subsidiary of CMGI)	100 Brickstone Square Andover, MA 01810	729,966(1)
Rodney W. Schrock President and Chief Executive Officer, AltaVista Company	100 Brickstone Square Andover, MA 01810	2,500
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

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

(1) Includes 224,998 shares of Engage Common Stock issuable upon exercise of outstanding stock options granted under Engage's 1995 Equity Incentive Plan as of April 28, 2000.

NAME	BUSINESS ADDRESS	SHARES OF ENGAGE COMMON STOCK BENEFICIALLY OWNED
Craig D. Goldman (Chief Operating Officer, Cyber Consulting Services Corp.)	Cyber Consulting Services Corp. 1058 Ramapo Valley Road Mahwah, NJ 07430	104,116(2)
Avram Miller (Chief Executive Officer, The Avram Miller Company)	The Avram Miller Company 425 Market Street 22/nd/ Floor San Francisco, CA 94105	0
Robert J. Ranalli	2923 Indigo Bush Way Naples, FL 34105	0
William D. Strecker	3407 Crosslyn Lane Cyress, TX 77429	0
David S. Wetherell	See Above	See Above

(2) Consists of 104,166 shares of Engage Common Stock issuable upon exercise of outstanding stock options granted under Engage's 1995 Equity Incentive Plan as of April 28, 2000.

Citizenship of the above named persons: USA