

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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. Issuer Name and Ticker or Trading Symbol <u>CMGI INC [CMGI]</u>	5. 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)
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/12/2004</u>	
	4. 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 Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, \$0.01 par value	11/12/2004		S		373,024	D	\$1.58	19,282,391	I	See footnotes ⁽¹⁾⁽²⁾⁽³⁾

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
						Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person*
BAIN CAPITAL INVESTORS LLC
 (Last) (First) (Middle)
C/O BAIN CAPITAL, LLC
111 HUNTINGTON AVENUE
 (Street)
BOSTON MA 02199
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
BAIN CAPITAL FUND IV LP
 (Last) (First) (Middle)
111 HUNTINGTON AVENUE
 (Street)
BOSTON MA 02199
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Information Partners
 (Last) (First) (Middle)
111 HUNTINGTON AVENUE
 (City) (State) (Zip)

(Street)
BOSTON MA 02199

(City) (State) (Zip)

1. Name and Address of Reporting Person*
BCIP ASSOCIATES

(Last) (First) (Middle)
111 HUNTINGTON AVENUE

(Street)
BOSTON MA 02199

(City) (State) (Zip)

1. Name and Address of Reporting Person*
BCIP TRUST ASSOCIATES LP

(Last) (First) (Middle)
111 HUNTINGTON AVENUE

(Street)
BOSTON MA 02199

(City) (State) (Zip)

1. Name and Address of Reporting Person*
Bain Capital Partners V, L.P.

(Last) (First) (Middle)
111 HUNTINGTON AVENUE

(Street)
BOSTON MA 02199

(City) (State) (Zip)

1. Name and Address of Reporting Person*
BCIP TRUST ASSOCIATES II

(Last) (First) (Middle)
111 HUNTINGTON AVENUE

(Street)
BOSTON MA 02199

(City) (State) (Zip)

1. Name and Address of Reporting Person*
BCIP TRUST ASSOCIATES II B

(Last) (First) (Middle)
111 HUNTINGTON AVE

(Street)
BOSTON MA 02199

(City) (State) (Zip)

Explanation of Responses:

- 1. 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 10,572,286 shares held by BCF and the 372,189 shares held by Information Partners. BCI and BCP IV disclaim beneficial ownership of such securities except to the extent of their pecuniary interest therein.
- 2. 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 7,356,133 shares held by BCP V. BCI disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein.
- 3. 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 612,887 shares held by BCIP, the 363,939 shares held by BCIPT, the 3,768 shares held by BCIPT II, and the 1,189 shares held by BCIPT II-B. BCI disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein.

Remarks:

(4) BCF, Information Partners, BCIP, BCPII, BCPV, BCPII II and BCPII 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.

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 4 (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 4, this Form 4 is also being filed on behalf of the Reporting Persons set forth below. All of the information set forth in the Attached Form 4 for Bain Capital Investors, LLC is the same for the Reporting Person set forth below unless otherwise noted.

TABLE I: Non-Derivative Securities

Name and Address of Reporting Person	Securities Disposed of (D) Amount	Amount of Securities Beneficially Owned Following Reported Transaction(s)	Ownership Form: Direct (D) or Indirect (I)	Nature of Indirect Beneficial Ownership
Bain Capital Fund IV, L.P.	204,525	10,572,286	D	
Information Partners	7,200	372,189	D	
BCIP Associates	11,857	612,887	D	
BCIP Trust Associates, L.P.	7,040	363,939	D	
Bain Capital Partners V, L.P.	142,306	7,356,133	D	
BCIP Trust Associates II	73	3,768	D	
BCIP Trust Associates II-B	23	1,189	D	

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.

/s/ Michael F. Goss

Name: Michael F. Goss

Title: Managing Director