

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): December 15, 1999

CMGI, Inc.

(Exact name of registrant as specified in its charter)

Delaware

000-23262

04-2921333

(State or other juris-
diction of incorporation)

(Commission
File Number)

(IRS Employer
Identification No.)

100 Brickstone Square, Andover, MA

01810

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: (978) 684-3600

N/A

(Former name or former address, if changed since last report)

Item 5. Other Events.

On December 3, 1999, CMGI, Inc., a Delaware corporation (the "Company"), filed a Registration Statement on Form S-4 (File No. 333-92107) (the "Flycast Registration Statement") to register under the Securities Act of 1933, as amended (the "Securities Act"), an aggregate of 9,801,662 shares of its common stock, \$.01 par value per share (the "Common Stock"), in connection with its acquisition of Flycast Communications Corporation, a Delaware corporation. The Flycast Registration Statement was declared effective by the SEC on December 7, 1999. In addition, on December 6, 1999, the Company filed a Registration Statement on Form S-4 (File No. 333-92139) (the "AdForce Registration Statement") to register under the Securities Act an aggregate of 6,573,670 shares of its Common Stock in connection with its acquisition of AdForce, Inc., a Delaware corporation. The AdForce Registration Statement was declared effective by the SEC on December 7, 1999.

On December 15, 1999, the Company announced that the Company's Board of Directors had approved a two-for-one stock split of its outstanding shares of its Common Stock to be effected in the form of a 100% stock dividend. The dividend will be distributed on January 11, 2000 (the "Dividend Distribution Date") to Company stockholders of record as of the close of business on December 28, 1999. The Company's press release announcing this stock split is filed as Exhibit 99.1 hereto. Each of the Flycast Registration Statement and the AdForce Registration Statement incorporates by reference this Current Report on Form 8-K and, as a result of the stock split, as of the Dividend Distribution Date (i) the Flycast Registration Statement shall be deemed to register 19,603,324 shares of Common Stock and (ii) the AdForce Registration Statement shall be deemed to register 13,147,340 shares of Common Stock.

Item 7. Financial Statements, Pro Forma Financial Information and Exhibits.

(c) Exhibits.

Exhibit No.	Description
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99.1	Press release dated December 15, 1999 announcing the approval by the Company's Board of Directors of a two-for-one stock split to be effected in the form of a 100% stock dividend.
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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: December 17, 1999

CMGI, Inc.

(Registrant)

By: /s/ Andrew J. Hajducky III

Andrew J. Hajducky III
Executive Vice President,
Chief Financial Officer and Treasurer

EXHIBIT INDEX

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P R E S S R E L E A S E

Contact: Catherine Taylor	Deidre Moore
Director of Investor Relations	Director of Public Relations
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CMGI ANNOUNCES TWO-FOR-ONE STOCK SPLIT

ANDOVER, MASS., DECEMBER 15, 1999 - CMGI, Inc. (Nasdaq: CMGI) today announced that the Company's Board of Directors has approved a two-for-one common stock split to be effected in the form of a stock dividend. The dividend will be distributed on January 11, 2000 to stockholders of record as of the close of business on December 28, 1999.

CMGI stock closed at \$205.75 on December 14, 1999. As of December 14, 1999, CMGI had approximately 122,974,590 shares of Common Stock outstanding.

ABOUT CMGI

With more than 50 companies, CMGI, Inc. (Nasdaq: CMGI) represents the largest, most diverse network of Internet companies in the world. This network includes both CMGI operating companies and a growing number of synergistic investments through its venture capital affiliate, @Ventures. CMGI leverages the technologies, content and market reach of its extended family of companies to foster rapid growth and industry leadership across its network, and the larger Internet Economy. Compaq, Intel, Microsoft, Pacific Century CyberWorks and Sumitomo hold minority positions in CMGI.

CMGI's majority-owned operating companies include Engage Technologies (Nasdaq: ENGA), NaviSite (Nasdaq: NAVI), 1ClickBrands, 1stUp.com, Activate.net, Activerse, Adsmart, AltaVista, CMGI Solutions, iCAST, Magnitude Network, MyWay.com, NaviNet, SalesLink, Tribal Voice and ZineZone. The company's @Ventures affiliates have ownership interests in Lycos, Inc. (Nasdaq: LCOS), Critical Path (Nasdaq: CPTH), Silknet (Nasdaq: SILK), Chemdex (Nasdaq: CMDX), MotherNature.com (Nasdaq: MTHR), Asimba.com, AuctionWatch.com, Aureate Media, blaxxun, BizBuyer.com, Boatscape.com, buyingedge.com, CarParts.com, CraftShop.com, eCircles.com, eGroups.com, EXP.com, FindLaw, Furniture.com, HotLinks, INPHO/HomePriceCheck.com, Intelligent/Digital, KOZ.com, Mondera.com, MyFamily.com, NextMonet.com, NextPlanetOver.com, Oncology.com, OneCore.com,

PlanetOutdoors.com, Productopia, Raging Bull, SnapFish.com, Speech Machines, ThingWorld.com, Vicinity, Virtual Ink, Visto, Vstore and WebCT.

CMGI Corporate headquarters is located at 100 Brickstone Square, Andover, MA 01810. Telephone: 978-684-3600. Fax: 978-684-3814. Additional information is available on the company's Web site at <http://www.cmgi.com>.

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