

Registration No. 333-06745

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1

TO

FORM S-8

REGISTRATION STATEMENT UNDER
THE SECURITIES ACT OF 1933

CMGI, INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

04-2921333
(I.R.S. Employer
Identification Number)

100 Brickstone Square, Andover, Massachusetts
(Address of Principal Executive Offices)

01810
(Zip Code)

1995 Stock Option Plan for Non-Employee Directors
(Full Title of the Plan)

DAVID S. WETHERELL
Chairman of the Board and Chief Executive Officer
CMGI, Inc.
100 Brickstone Square
Andover, Massachusetts 01810
(Name and Address of Agent for Service)

(978) 684-3600
(Telephone Number, Including Area Code, of Agent for Service)

Copies to:

WILLIAM WILLIAMS II, ESQ.
Vice President and General Counsel
CMGI, Inc.
100 Brickstone Square
Andover, Massachusetts 01810

Explanatory Note:

This Post-Effective Amendment No. 1 to Registration Statement on Form S-8 (No. 333-06745) (the "Registration Statement") is being filed to deregister certain shares of Common Stock, \$.01 par value per share (the "Common Stock"), of CMGI, Inc. (the "Company") that were registered pursuant to the Company's 1995 Stock Option Plan for Non-Employee Directors (the "Plan").

The Registration Statement registered 4,512,000 shares of Common Stock issuable under the Plan. An aggregate of 2,269,570 shares of Common Stock were issued to participants under the Plan. The Plan has been terminated and no additional shares will be issued thereunder. The Registration Statement is hereby amended to deregister the remaining 2,242,430 shares of Common Stock reserved for issuance under the Plan that remain unsold.

SIGNATURE

Pursuant to Rule 478 promulgated under the Securities Act of 1933, as amended, the Registrant has duly caused this Post-Effective Amendment No. 1 to Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the Town of Andover, Commonwealth of Massachusetts on February 11, 2002.

CMGI, INC.

By: /s/ William Williams II

William Williams II
Vice President and
General Counsel