

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 2
TO
FORM S-3
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 01810
(978) 684-3600

(Address, including zip code, and telephone number, including area
code, of Registrant's principal executive offices)

David S. Wetherell
President, Chairman of the Board and Chief Executive Officer
CMGI, Inc.

100 Brickstone Square
Andover, Massachusetts 01810
(978) 684-3600

(Name, address, including zip code, and telephone number,
including area code, of agent for service)

Copies to:

William Williams II
Vice President and General Counsel
CMGI, Inc.
100 Brickstone Square
Andover, Massachusetts 01810
(978) 684-3600

David T. Brewster
Skadden, Arps, Slate, Meagher & Flom LLP
One Beacon Street
Boston, Massachusetts 02108
(617) 573-4825

Approximate date of commencement of proposed sale to the public:
From time to time after this registration statement becomes effective.

If the only securities being registered on this Form are being
offered pursuant to dividend or interest reinvestment plans, please check
the following box.

If any of the securities being registered on this Form are to be
offered on a delayed or continuous basis pursuant to Rule 415 under the
Securities Act of 1933, other than securities offered only in connection
with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an
offering pursuant to Rule 462(b) under the Securities Act of 1933, please
check the following box and list the Securities Act registration statement
number of the earlier effective registration statement for the same
offering.

If this Form is a post-effective amendment filed pursuant to Rule
462(c) under the Securities Act of 1933, check the following box and list
the Securities Act registration statement number of the earlier effective
registration statement for the same offering.

If delivery of the prospectus is expected to be made pursuant to
Rule 434, please check the following box.

EXPLANATORY NOTE

CMGI, Inc. (the "Registrant") has filed a registration statement
on Form S-3 (Registration No. 333-52112) (the "Registration Statement")

which originally registered 19,448,486 shares of common stock, par value \$0.01 per share, of the Registrant for resale by the selling stockholders named therein. The offering contemplated by the Registration Statement has terminated. Pursuant to the undertaking contained in the Registration Statement, the Registrant filed a Post-Effective Amendment No. 1 to deregister such number of shares originally registered by the Registration Statement as remained unsold as of the termination of the offering. This Post-Effective Amendment No. 2 specifies 828,480 shares as the number of shares remaining unsold as of the termination of the offering.

SIGNATURE

Pursuant to Rule 478 promulgated under the Securities Act of 1933, as amended, the Registrant has duly caused this Post-Effective Amendment No. 2 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the Town of Andover, Commonwealth of Massachusetts, on the 1st day of May, 2001.

CMGI, INC.

By: /s/ William Williams II

William Williams II
Vice President and General Counsel