

**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>Canpartners Investments IV, LLC</u>  (Last) (First) (Middle) 9665 WILSHIRE BOULEVARD SUITE 200  (Street) BEVERLY HILLS CA 90212  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CMGLINC [ CMGI ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 08/25/2004	
	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 <sup>(1)</sup>	08/25/2004		S		35,620	D	\$1.2326	1,212,550	D	
Common Stock <sup>(2)</sup>	08/25/2004		S		35,620	D	\$1.2326	1,212,550	I	by Canpartners Investments IV, LLC
Common Stock <sup>(3)</sup>	08/25/2004		S		38,388	D	\$1.2326	1,306,794	D	
Common Stock <sup>(4)</sup>	08/25/2004		S		38,388	D	\$1.2326	1,306,794	I	by Enterprise Associates LLC, a subsidiary
Common Stock <sup>(5)</sup>	08/25/2004		S		44,435	D	\$1.2326	1,512,652	D	
Common Stock <sup>(1)</sup>	08/26/2004		S		40,349	D	\$1.23	1,172,201	D	
Common Stock <sup>(2)</sup>	08/26/2004		S		40,349	D	\$1.23	1,172,201	I	by Canpartners Investments IV, LLC
Common Stock <sup>(3)</sup>	08/26/2004		S		43,485	D	\$1.23	1,263,309	D	
Common Stock <sup>(4)</sup>	08/26/2004		S		43,485	D	\$1.23	1,263,309	I	by Enterprise Associates LLC, a subsidiary
Common Stock <sup>(5)</sup>	08/26/2004		S		50,335	D	\$1.23	1,462,317	D	
Common Stock <sup>(6)</sup>	08/25/2004		M		12,334	A	\$0.13	299,788	D	
Common Stock <sup>(6)</sup>	08/25/2004		S		12,334	D	\$1.2326	299,788	D	
Common Stock <sup>(6)</sup>	08/26/2004		M		13,971	A	\$0.13	299,788	D	
Common Stock <sup>(6)</sup>	08/26/2004		S		13,971	D	\$1.23	299,788	D	
Common Stock <sup>(7)</sup>	08/25/2004		M		2,734	A	\$0.45	0	D	
Common Stock <sup>(7)</sup>	08/25/2004		S		2,734	D	\$1.2326	0	D	
Common Stock <sup>(7)</sup>	08/26/2004		M		3,097	A	\$0.45	0	D	
Common Stock <sup>(7)</sup>	08/26/2004		S		3,097	D	\$1.23	0	D	

**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)	Table of Derivative Securities Acquired, if any (e.g., Dispositions, Calls, Puts, Warrants)	4. Transaction Code (Instr. 8)	5. Title of 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 Underlying Securities (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)			
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. Title of 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 Underlying Securities (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)			
				Code	V	Date Exercisable	Expiration Date	Title	Number of Shares					
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Option (right to buy) <sup>(6)</sup>	\$0.13	08/25/2004		M		12,334	(8)	11/02/2004	Common Stock	12,334	\$0	57,315	D	
Stock Option (right to buy) <sup>(6)</sup>	\$0.13	08/26/2004		M		13,971	(8)	11/02/2004	Common Stock	13,971	\$0	43,344	D	
Stock Option (right to buy) <sup>(7)</sup>	\$0.45	08/25/2004		M		2,734	(8)	11/02/2004	Common Stock	2,734	\$0	33,461	D	
Stock Option (right to buy) <sup>(7)</sup>	\$0.45	08/26/2004		M		3,097	(8)	11/02/2004	Common Stock	3,097	\$0	30,364	D	

1. Name and Address of Reporting Person\*

[Canpartners Investments IV, LLC](#)

(Last) (First) (Middle)

9665 WILSHIRE BOULEVARD  
SUITE 200

(Street)  
BEVERLY HILLS CA 90212

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[CANYON CAPITAL ADVISORS LLC](#)

(Last) (First) (Middle)

9665 WILSHIRE BOULEVARD  
SUITE 200

(Street)  
BEVERLY HILLS CA 90212

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Enterprise Associates LLC](#)

(Last) (First) (Middle)

C/O VENKON GROUP LLC  
325 RIVERSIDE AVENUE

(Street)  
WESTPORT CT 06880

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[IMS HEALTH INC](#)

(Last) (First) (Middle)

1499 POST ROAD

(Street)  
FAIRFIELD CT 06824

(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">Harding Holdings Inc.</a>		
(Last)	(First)	(Middle)
4400 HARDING ROAD		
(Street)		
NASHVILLE	TN	37205
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">LACY LINWOOD A JR</a>		
(Last)	(First)	(Middle)
2304 CRANBORNE ROAD		
(Street)		
MIDLOTHIAN	VA	23113
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">Stone Randy</a>		
(Last)	(First)	(Middle)
83 VILES STREET		
(Street)		
WESTON	MA	02493
(City)	(State)	(Zip)

**Explanation of Responses:**

1. These securities are owned by Canpartners Investments IV, LLC. The reporting person is a member of a Section 13(d) group that owns more than 10% of the issuer's outstanding common stock.
2. These securities are owned by Canpartners Investments IV, LLC ("CI"). Canyon Capital Advisors, LLC, the investment advisor to CI, is reporting indirect beneficial ownership of these securities and has the right to receive or the power to direct the receipt of dividends from, or the proceeds from, the sale of securities held by CI. CI is a member of a Section 13(d) group that owns more than 10% of the issuer's outstanding common stock.
3. These securities are owned by Enterprise Associates, LLC. The reporting person is a member of a Section 13(d) group that owns more than 10% of the issuer's outstanding common stock.
4. These securities are owned by Enterprise Associates, LLC. IMS Health Inc. is reporting indirect beneficial ownership of these securities. Enterprise Associates, LLC is a subsidiary of IMS Health Inc. Enterprise Associates, LLC is a member of a Section 13(d) group that owns more than 10% of the issuer's outstanding common stock.
5. These securities are owned by Harding Holdings Inc. The reporting person is a member of a Section 13(d) group that owns more than 10% of the issuer's outstanding common stock.
6. These securities are owned by Linwood A. Lacy, Jr. The reporting person is a member of a Section 13(d) group that owns more than 10% of the issuer's outstanding common stock.
7. These securities are owned by Randy Stone. The reporting person is a member of a Section 13(d) group that owns more than 10% of the issuer's outstanding common stock.
8. This option is fully vested and exercisable. This option was granted in substitution for, and in replacement of, an option with substantially similar terms previously granted by Modus Media, Inc. to the reporting person. This option was granted by the issuer in connection with the issuer's acquisition of Modus Media, Inc., which closed on August 2, 2004.

[/s/ Kevin P. Lanouette](#)  
(pursuant to Power of Attorney granted by Canpartners Investments IV, LLC) 08/27/2004

[/s/ Kevin P. Lanouette](#)  
(pursuant to Power of Attorney granted by Canyon Capital Advisors LLC) 08/27/2004

[/s/ Kevin P. Lanouette](#)  
(pursuant to Power of Attorney granted by Enterprise Associates, LLC) 08/27/2004

[/s/ Kevin P. Lanouette](#)  
(pursuant to Power of Attorney granted by Harding Holdings Inc.) 08/27/2004

[/s/ Kevin P. Lanouette](#)  
(pursuant to Power of Attorney granted by Linwood A. Lacy, Jr.) 08/27/2004

[/s/ Kevin P. Lanouette](#)  
(pursuant to Power of Attorney granted by IMS Health Inc.) 08/27/2004

[/s/ Kevin P. Lanouette](#)  
(pursuant to Power of Attorney) 08/27/2004

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.**