

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 13D

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULE 13D-1(A)  
AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13D-2(A)

(AMENDMENT NO. 5)

Under the Securities Exchange Act of 1934

CMGI, INC.

-----  
(Name of Issuer)

Common Stock, par value \$0.01 per share

-----  
(Title of Class of Securities)

125750109

-----  
(CUSIP Number)

General Counsel  
Compaq Computer Corporation  
20555 State Highway 249  
Houston, TX 77070  
(281) 370-0670

(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

August 18, 2001

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(Date of Event which Requires  
Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box [ ].

(Continued on following pages)  
(Page 1 of 5 Pages)

(1) NAMES OF REPORTING PERSONS  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Compaq Computer Corporation

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:  
(a) [ ]  
(b) [X]

(3) SEC USE ONLY

(4) SOURCE OF FUNDS  
00

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) or 2(e) [ ]

(6) CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY REPORTING PERSON WITH	(7) SOLE VOTING POWER -0-
	(8) SHARED VOTING POWER 47,108,731
	(9) SOLE DISPOSITIVE POWER -0-
	(10) SHARED DISPOSITIVE POWER 47,108,731

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
47,108,731

(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN  
SHARES [ ]

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11  
Approximately 13.61%

(14) TYPE OF REPORTING PERSON C0

(1) NAMES OF REPORTING PERSONS  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

CPQ Holdings, Inc.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:  
(a) [ ]  
(b) [X]

(3) SEC USE ONLY

(4) SOURCE OF FUNDS  
00

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) or 2(e) [ ]

(6) CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY REPORTING PERSON WITH	(7) SOLE VOTING POWER -0-
	(8) SHARED VOTING POWER 47,108,731
	(9) SOLE DISPOSITIVE POWER -0-
	(10) SHARED DISPOSITIVE POWER 47,108,731

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
47,108,731

(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN  
SHARES [ ]

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11  
Approximately 13.61%

(14) TYPE OF REPORTING PERSON C0

(1) NAMES OF REPORTING PERSONS  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

CPCG Holdings, Inc.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:  
(a) [ ]  
(b) [X]

-----  
(3) SEC USE ONLY

-----  
(4) SOURCE OF FUNDS  
00

-----  
(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) or 2(e) [ ]

-----  
(6) CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

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NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
REPORTING  
PERSON  
WITH  
  
(7) SOLE VOTING POWER  
-0-  
-----  
(8) SHARED VOTING POWER  
47,108,731  
-----  
(9) SOLE DISPOSITIVE POWER  
-0-  
-----  
(10) SHARED DISPOSITIVE POWER  
47,108,731  
-----

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(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
47,108,731

-----  
(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN  
SHARES [ ]

-----  
(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11  
Approximately 13.61%

-----  
(14) TYPE OF REPORTING PERSON CO

## ITEM 2. IDENTITY AND BACKGROUND.

The first sentence of the second paragraph of Item 2 (a) - (c) is hereby amended to read:

"Compaq Computer Corporation, as indirect beneficial owner of 47,108,731 shares of common stock, par value \$0.01, of CMGI."

## ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

Item 5 (a) & (b) is amended to read:

"As of the date hereof, CPQ Holdings, Inc., a wholly owned subsidiary of Compaq Computer Corporation is the record holder of 47,047,497 shares of Common Stock of CMGI. CPCG Holdings, Inc., a wholly owned subsidiary of Compaq Computer Corporation is the record holder of 61,234 shares of Common Stock of CMGI. This number of shares represents 13.61% of the outstanding Common Stock of CMGI. This percentage is based on the number of shares of CMGI Common Stock reported by CMGI in its Form 10-Q for the quarter ending April 30, 2001, filed with the Securities and Exchange Commission on June 14, 2001, as being outstanding as of June 12, 2001."

## SIGNATURES

After reasonable inquiry and to the best knowledge and belief of each of the undersigned, each such person certifies that the information set forth in this statement is true, complete and correct.

## COMPAQ COMPUTER CORPORATION

Date: September 7, 2001

By: /s/ Linda S. Auwers

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 Name: Linda S. Auwers  
 Title: Vice President, Deputy General  
 Counsel and Secretary

## CPQ HOLDINGS, INC.

By: /s/ Linda S. Auwers

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 Name: Linda S. Auwers  
 Title: Vice President and Secretary

## CPCG HOLDINGS, INC.

By: /s/ Linda S. Auwers

-----  
 Name: Linda S. Auwers  
 Title: Vice President and Secretary