

| OMB APPROVAL | |
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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

| | | |
|--|---|--|
| 1. Name and Address of Reporting Person* <u>BAIN CAPITAL INVESTORS LLC</u> <hr/> (Last) (First) (Middle) <u>C/O BAIN CAPITAL, LLC</u> <u>111 HUNTINGTON AVENUE</u> <hr/> (Street) <u>BOSTON MA 02199</u> <hr/> (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>CMGI INC [CMGI]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) See Footnote (4) |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>11/11/2004</u> | |
| | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" 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, \$0.01 par value | 11/11/2004 | | s | | 515,077 | D | \$1.66 | 19,655,415 | I | See footnotes ⁽¹⁾⁽²⁾⁽³⁾ |

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) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | | 5. Number of Derivative 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 Securities Underlying Derivative Security (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 | (A) | (D) | Date Exercisable | Expiration Date | | | | | |

1. Name and Address of Reporting Person*
BAIN CAPITAL INVESTORS LLC

 (Last) (First) (Middle)
C/O BAIN CAPITAL, LLC
111 HUNTINGTON AVENUE

 (Street)
BOSTON MA 02199

 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Bain Capital Partners V, L.P.

 (Last) (First) (Middle)
111 HUNTINGTON AVENUE

 (Street)
BOSTON MA 02199

 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Information Partners

 (Last) (First) (Middle)
111 HUNTINGTON AVENUE

 (Street)
BOSTON MA 02199

 (City) (State) (Zip)

1. Name and Address of Reporting Person*

[BAIN CAPITAL FUND IV LP](#)

(Last) (First) (Middle)

111 HUNTINGTON AVENUE

(Street)

BOSTON MA 02199

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[BCIP TRUST ASSOCIATES LP](#)

(Last) (First) (Middle)

111 HUNTINGTON AVENUE

(Street)

BOSTON MA 02199

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[BCIP TRUST ASSOCIATES II](#)

(Last) (First) (Middle)

111 HUNTINGTON AVENUE

(Street)

BOSTON MA 02199

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[BCIP TRUST ASSOCIATES II B](#)

(Last) (First) (Middle)

111 HUNTINGTON AVE

(Street)

BOSTON MA 02199

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[BCIP ASSOCIATES](#)

(Last) (First) (Middle)

111 HUNTINGTON AVENUE

(Street)

BOSTON MA 02199

(City) (State) (Zip)

Explanation of Responses:

1. Bain Capital Investors, LLC ("BCI"), as the sole general partner of Bain Capital Partners IV, L.P. ("BCP IV"), and BCP IV, as the sole general partner of Bain Capital Fund IV, L.P. ("BCF") and the managing partner of Information Partners, may each be deemed to share voting and dispositive power with respect to the 10,776,811 shares held by BCF and the 379,389 shares held by Information Partners. BCI and BCP IV disclaim beneficial ownership of such securities except to the extent of their pecuniary interest therein.
2. BCI, as the sole general partner of Bain Capital Partners V, L.P. ("BCP V") may be deemed to share voting and dispositive power with respect to the 7,498,439 shares held by BCP V. BCI disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein.
3. BCI is the sole member of the management committee of each of BCIP Associates ("BCIP") and BCIP Trust Associates, L.P. ("BCIPT"), and is the managing partner of BCIP Trust Associates II ("BCIPT II") and BCIP Trust Associates II-B ("BCIPT II-B") and thus may be deemed to share voting and dispositive power with respect to the 624,744 shares held by BCIP, the 370,979 shares held by BCIPT, the 3,841 shares held by BCIPT II, and the 1,212 shares held by BCIPT II-B. BCI disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein.

Remarks:

(4)BCF, Information Partners, BCIP, BCIPT, BCPV, BCIPT II and BCIPT II-B are parties to a Stock Transfer Agreement, dated as of March 23, 2003 and a Stockholder Selling Agreement dated as of August 2, 2004 and consequently may be considered to acting as a group with the other persons and entities party thereto. The Reporting Persons disclaim beneficial ownership of all such shares held by such parties and make this filing on behalf of themselves only.

/s/ Bain Capital Investors, LLC 11/15/2004

** Signature of Reporting Person Date

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.

Pursuant to Instruction 5(b)(v) of the General Instructions to Form 4, this Form 4 is also being filed on behalf of the Reporting Persons set forth below. All of the information set forth in the Attached Form 4 for Jonathan S. Lavine is the same for the Reporting Persons set forth below unless otherwise noted.

TABLE I: Non-Derivative Securities

| Name and Address of Reporting Person | Securities Disposed of (D) Amount | Amount of Securities Beneficially Owned Following Reported Transaction(s) | Ownership Form: Direct (D) or Indirect (I) | Nature of Indirect Beneficial Ownership |
|---|-----------------------------------|---|--|---|
| BCM Capital Partners, L.P. | 13,252 | 505,715 | D | |
| Sankaty High Yield Partners II, L.P. | 4,462 | 170,257 | D | |
| Sankaty High Yield Partners III, L.P. | 4,462 | 170,257 | D | |
| Sankaty Credit Opportunities, L.P. | 4,462 | 170,257 | D | |
| Bain Capital V Mezzanine Partners, L.P. | 13,252 | 505,715 | I | (1) |
| Sankaty High Yield Asset Investors II, LLC | 4,462 | 170,257 | I | (2) |
| Sankaty High Yield Asset Investors III, LLC | 4,462 | 170,257 | I | (3) |
| Sankaty Credit Opportunities Investors, LLC | 4,462 | 170,257 | I | (4) |
| Sankaty Investors, LLC | 13,252 | 505,715 | I | (1) |
| Sankaty Investors II, LLC | 4,462 | 170,257 | I | (2) |
| Sankaty Investors III, LLC | 4,462 | 170,257 | I | (3) |
| Sankaty Credit Member, LLC | 4,462 | 170,257 | I | (4) |
| Bain Capital Fund IV, L.P. | 282,410 | 10,776,811 | I | (5) |
| Information Partners | 9,942 | 379,389 | I | (5) |
| BCIP Associates | 16,372 | 624,744 | I | (5) |
| BCIP Trust Associates, L.P. | 9,721 | 370,979 | I | (5) |
| Bain Capital Partners V, L.P. | 196,499 | 7,498,439 | I | (5) |
| BCIP Trust Associates II | 101 | 3,841 | I | (5) |
| BCIP Trust Associates II-B | 32 | 1,212 | I | (5) |

- (1) Jonathan S. Lavine, as the sole managing member of Sankaty Investors, LLC ("SI"), SI, as the sole general partner of Bain Capital V Mezzanine Partners, L.P. ("BCMP"), and BCMP, as the sole general partner of BCM Capital Partners, L.P. ("BCM") may each be deemed to share voting and dispositive power with respect to the 505,715 shares held by BCM. Mr. Lavine, SI and BCMP disclaim beneficial ownership of such shares except to the extent of their pecuniary interest therein.
- (2) Jonathan S. Lavine, as the sole managing member of Sankaty Investors II, LLC ("SI II"), SI II, as the sole managing member of Sankaty High Yield Asset Investors II, LLC ("SAI II") and SAI II, as the sole general partner of Sankaty High Yield Partners II, L.P. ("SP II") may each be deemed to share voting and dispositive power with respect to the 170,257 shares held by SP II. Mr. Lavine, SI II and SAI II disclaim beneficial ownership of such shares except to the extent of their pecuniary interest therein.
- (3) Jonathan S. Lavine, as the sole managing member of Sankaty Investors III, LLC ("SI III"), SI III, as the sole managing member of Sankaty High Yield Asset Investors III, LLC ("SAI III"), and SAI III, as the sole general partner of Sankaty High Yield Partners III, L.P. ("SP III") may each be deemed to share voting and dispositive power with respect to the 170,257 shares held by SP III. Mr. Lavine, SI III and SAI III disclaim beneficial ownership of such shares except to the extent of their pecuniary interest therein.
- (4) Jonathan S. Lavine, as the sole managing member of Sankaty Credit Member, LLC ("SC Member"), SC Member, as the sole managing member of Sankaty Credit Opportunities Investors, LLC ("SCO Investors"), and SCO Investors, as the sole general partner of Sankaty Credit Opportunities, L.P. ("SCO") may each be deemed to share voting and dispositive power with respect to the 170,257 shares held by SCO. Mr. Lavine, SC Member and SCO Investors disclaim beneficial ownership of such shares except to the extent of their pecuniary interest therein.
- (5) Jonathan S. Lavine is a member of Bain Capital Investors, LLC ("BCI") which is (i) the general partner of Bain Capital Partners V, L.P. ("BCP V") and Bain Capital Partners IV, L.P. ("BCP IV"), which is in turn the sole general partner of Bain Capital Fund IV, L.P. ("Fund IV") and the managing partner of Information Partners ("IP"), (ii) the sole member of the management committee of BCIP Associates ("BCIP") and BCIP Trust

Associates, L.P. ("BCIPTA") and (iii) the managing partner of each of BCIP Trust Associates II ("BCIPTA II") and BCIP Trust Associates II-B ("BCIPTA II-B"). Additionally, he and/or entities affiliated with him are partners of BCIP, BCIPTA and BCIPTA II. Accordingly, he, BCI and BC IV may be deemed to share voting and dispositive power with respect to the shares held by Fund IV, BCP V, IP, BCIP, BCIPTA, BCIPTA II and BCIPTA II-B. Mr. Lavine, BCP IV, and BCI disclaim beneficial ownership of all such shares except to the extent of their pecuniary interest therein.

- (6) BCM, SP II, SP III, and SCO are parties to a Stock Transfer Agreement dated as of March 23, 2003 and a Stockholder Selling Agreement dated as of August 2, 2004 and consequently may be considered to acting as a group with the other persons and entities party thereto. The Reporting Person disclaim beneficial ownership of all such shares held by such parties and make this filing on behalf of themselves only.

Signature of Reporting Persons:

SANKATY INVESTORS, LLC, for itself, on behalf of itself in its capacity as general partner of Bain Capital V Mezzanine Partners, L.P., and on behalf of Bain Capital V Mezzanine Partners, L.P. in its capacity as general partner of BCM Capital Partners, L.P.

SANKATY INVESTORS II, LLC, for itself, on behalf of itself in its capacity as managing member of Sankaty High Yield Asset Investors II, LLC, and on behalf of Sankaty High Yield Asset Investors II, LLC in its capacity as general partner of Sankaty High Yield Partners II, L.P.

SANKATY INVESTORS III, LLC, for itself, on behalf of itself in its capacity as managing member of Sankaty High Yield Asset Investors III, LLC, and on behalf of Sankaty High Yield Asset Investors III, LLC in its capacity as general partner of Sankaty High Yield Partners III, L.P.

SANKATY CREDIT MEMBER, LLC, for itself, on behalf of itself in its capacity as managing member of Sankaty Credit Opportunities Investors, LLC, and on behalf of Sankaty Credit Opportunities Investors, LLC in its capacity as general partner of Sankaty Credit Opportunities, L.P.

/s/ Jonathan S. Lavine

Name: Jonathan S. Lavine
Title: Managing Director

/s/ Jonathan S. Lavine

Jonathan S. Lavine