

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

**FORM 10-K/A
(Amendment No. 1)**

(Mark One)
 ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the Fiscal Year Ended July 31, 2006

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the Transition Period From _____ to _____

Commission File 000-23262

CMGI, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

1100 Winter Street Waltham, Massachusetts
(Address of principal executive offices)

04-2921333
(I.R.S. Employer
Identification No.)

02451
(zip code)

(781) 663-5001
Registrant's telephone number, including area code

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class:
Common Stock, \$0.01 par value

Name of each Exchange on which registered:
The NASDAQ Stock Market LLC

Securities registered pursuant to Section 12(g) of the Act:

None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer Non-accelerated filer

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

The approximate aggregate market value of registrant's Common Stock held by non-affiliates of the Registrant on January 31, 2006, based upon the closing price of a share of the Registrant's Common Stock on such date as reported by the Nasdaq Global Market (formerly the Nasdaq National Market): \$683,193,579.

On October 9, 2006, the Registrant had outstanding 486,937,596 shares of Common Stock, \$0.01 par value.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the definitive proxy statement (the "Definitive Proxy Statement") to be filed with the Securities and Exchange Commission relative to the Company's 2006 Annual Meeting of Stockholders are incorporated by reference into Part III of this Report.

EXPLANATORY NOTE

On October 16, 2006, CMGI, Inc. (the "Company") filed with the Securities and Exchange Commission its Annual Report on Form 10-K for the fiscal year ended July 31, 2006 (the "Original Annual Report"). In accordance with the requirements of Form 10-K, the Company noted on the cover page to the Original Annual Report that the approximate aggregate market value of the Company's common stock held by non-affiliates as of January 31, 2006 (based upon the closing price of a share of the Company's common stock on such date as reported by the Nasdaq Global Market) was \$683,193,579. As such, the Company did not meet the definition of a "large accelerated filer" as defined in Rule 12b-2-2 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). However, the Company inadvertently and incorrectly checked the "large accelerated filer" box on the cover page of the Original Annual Report. The Company is filing this Amendment No. 1 (the "Amendment") to correct the error on the cover page of the Original Annual Report to indicate that the Company is not a "large accelerated filer" but is instead an "accelerated filer," as defined in Rule 12b-2-1 of the Exchange Act. Except for the foregoing change to the cover page of the Original Annual Report, no other information included in the Original Annual Report is amended by this Amendment. This Amendment speaks as of the original filing date of the Original Annual Report and does not reflect events occurring after the filing date of the Original Annual Report, or modify or update the disclosures therein in any way other than as required to reflect the correction to the cover page of the Original Annual Report described herein.

ITEM 15.—EXHIBITS, FINANCIAL STATEMENT SCHEDULES

Exhibits.

The following exhibits are filed with this report.

- 31.1 Certification of the Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 31.2 Certification of the Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: July 26, 2007

CMGI, INC.

By: /s/ Joseph C. Lawler
Joseph C. Lawler
Chairman, President and Chief Executive Officer

Date: July 26, 2007

CMGI, INC.

By: /s/ Steven G. Crane
Steven G. Crane
Chief Financial Officer and Treasurer

**CERTIFICATION PURSUANT TO EXCHANGE ACT RULE 13a-14(a)/15d-14(a)
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Joseph C. Lawler, certify that:

1. I have reviewed this annual report on Form 10-K/A of CMGI, Inc.; and

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

Date: July 26, 2007

By: /s/ Joseph C. Lawler
Joseph C. Lawler
Chairman, President and Chief Executive Officer

**CERTIFICATION PURSUANT TO EXCHANGE ACT RULE 13a-14(a)/15d-14(a)
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Steven G. Crane, certify that:

1. I have reviewed this annual report on Form 10-K/A of CMGI, Inc.; and

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

Date: July 26, 2007

By: /s/ Steven G. Crane
Steven G. Crane
Chief Financial Officer and Treasurer