

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>JPMP MASTER FUND MANAGER L P</u>  (Last) (First) (Middle) <u>JP MORGAN PARTNERS LLC</u> <u>1221 AVENUE OF THE AMERICAS 40TH FLOOR</u>  (Street) <u>NEW YORK NY 10020</u>  (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) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/18/2004</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year) <u>08/20/2004</u>	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, .01 par value	08/18/2004		S		329,777	D	\$1.17	4,878,860 <sup>(1)</sup>	D	
Common Stock, .01 par value	08/19/2004		S		200,221	D	\$1.2	4,678,639 <sup>(1)</sup>	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)	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)
						Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person\*  
JPMP MASTER FUND MANAGER L P  
 (Last) (First) (Middle)  
JP MORGAN PARTNERS LLC  
1221 AVENUE OF THE AMERICAS 40TH FLOOR  
 (Street)  
NEW YORK NY 10020  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
JPMP CAPITAL CORP  
 (Last) (First) (Middle)  
C/O J.P. MORGAN PARTNERS, LLC  
1221 AVENUE OF THE AMERICAS 40TH FLOOR  
 (Street)  
NEW YORK NY 10020  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
J P MORGAN CHASE & CO

(Last)	(First)	(Middle)
270 PARK AVE		
39TH FL		
_____		
(Street)		
NEW YORK	NY	10017
_____		
(City)	(State)	(Zip)

1. Name and Address of Reporting Person\*

JP MORGAN PARTNERS BHCA LP

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(Last)	(First)	(Middle)
J.P. MORGAN PARTNERS		
1221 AVENUE OF THE AMERICAS 40TH FLOOR		
_____		
(Street)		
NEW YORK	NY	10020
_____		
(City)	(State)	(Zip)

**Explanation of Responses:**

1. The Reporting Person is a party to a certain Stock Transfer Agreement dated as of March 23, 2004 and a certain Stock Selling Agreement dated as of August 2, 2004 (collectively, the "Selling Stockholder Agreements"). As a result thereof, the Reporting Person, Timothy M. Adams, Bain Capital Fund IV, L.P., Bain Capital Partners V, L.P., BankAmerica Investment Corporation, BCIP Associates, BCIP Trust Associates, L.P., BCIP Trust Associates II, BCIP Trust Associates II-B, BCM Capital Partners, L.P., Daniel F. Beck, Canpartners Investments IV, LLC, Rory J. Cowan, Robert T. Dechant, Enterprise Associates, LLC, Vahram V. Erdekian, Sheila M. Flaherty, Fleet National Bank, Trustee of the Alexander S. Moore Trust dated 6/5/96, Fleet National Bank, Trustee of the Abigail L. Moore Trust dated 6/5/96, Harding Holdings, Inc., Information Partners, Deborah A. Keeman, Jeremiah Kelly, Linwood A. Lacy, Terence M. Leahy, Stephen D.R. Moore, R. Scott Murray, (\*) continued under Remarks

**Remarks:**

(\*) OCM Mezzanine Fund, L.P., Nicholas G. Nomicos, Morton H. Rosenthal, Sankaty Credit Opportunities, L.P., Sankaty High Yield Partners II, L.P., Sankaty High Yield Partners III, L.P., W. Ken Southerland, Randy S. Stone, David A. Tanner and The Murray 2003 Qualified Annuity Trust (the other parties to the Selling Stockholder Agreements) may be deemed to constitute a "group" for purposes of Section 13(d)(3) of the Securities Exchange Act of 1932, as amended (the "Act") with respect to shares of the Issuer's Common Stock representing 12.86% of the Issuer's Common Stock as of August 19, 2004. The Reporting Person disclaims beneficial ownership of any securities held by any other party to the Selling Stockholder Agreements and the filing of this Form 3 shall not be deemed an admission that the Reporting Person or any other person or persons party to the Selling Shareholders Agreements constitute a "group" for purposes of Section 13(d)(3) of the Act or Rule 13d-5 thereunder. See Exhibit 99.1

J.P. Morgan Partners (BHCA),  
L.P. By: JPMP Master Fund  
Manager, L.P., as general  
partner By: JPMP Capital  
Corp., as general partner By: 08/24/2004  
/s/Thomas Syzmoniak, Vice  
President and Assistant  
Secretary.

\*\* 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.**

Name and Address of Reporting Person <sup>(1)</sup>	Designated Reporter <sup>(1)</sup>	Date of Earliest Transaction Required to be Reported	Issuer Name, Ticker or Trading Symbol	Title and Amount of Security	Title of Derivative Securities and Title and Amount of Securities Underlying Derivative Securities	Ownership Form: Direct (D) or Indirect (I)	Nature of Indirect Beneficial Ownership	Disclaims Pecuniary Interest
JPMP Master Fund Manager, L.P. c/o J.P. Morgan Partners, LLC 1221 Avenue of the Americas – 40th Floor New York, NY 10020	J.P. Morgan Partners (BHCA), L.P.	August 18, 2004	CMGI, Inc. (“CMGI”)	See Table I	N/A	I	See Explanatory Note 2 below	No
JPMP Capital Corp. c/o J.P. Morgan Partners, LLC 1221 Avenue of the Americas – 40th Floor New York, NY 10020	J.P. Morgan Partners (BHCA), L.P.	August 18, 2004	CMGI, Inc. (“CMGI”)	See Table I	N/A	I	See Explanatory Note 3 below	No
J.P. Morgan Chase & Co. 270 Park Avenue 35 <sup>th</sup> Floor New York, NY 10017	J.P. Morgan Partners (BHCA), L.P.	August 18, 2004	CMGI, Inc. (“CMGI”)	See Table I	N/A	I	See Explanatory Note 4 below	No

## Explanatory Note:

- 1) The Designated Reporter is executing this report on behalf of all Reporting Persons, each of whom has authorized it to do so. Each of the Reporting Persons disclaims beneficial ownership of the Issuer’s securities to the extent it exceeds such Person’s pecuniary interest.
- 2) The amount shown in Table I represents the beneficial ownership of the Issuer’s equity securities by J.P. Morgan Partners (BHCA), L.P. (“JPM BHCA”), a portion of which may be deemed attributable to the Reporting Person because it is the sole general partner of JPM BHCA.
- 3) The amount shown in Table I represents the beneficial ownership of the Issuer’s equity securities by JPM BHCA, a portion of which may be deemed attributable to the Reporting Person because it is the general partner of JPMP Master Fund Manager, L.P. (“MF Manager”), the sole general partner of JPM BHCA. The actual pro rata portion of such beneficial ownership that may be deemed to be attributable to the Reporting Person is not readily determinable because it is subject to several variables, including the internal rates of return and vesting of interests within JPM BHCA and MF Manager.
- 4) The amount shown in Table I represents the beneficial ownership of the Issuer’s equity securities by JPM BHCA, a portion of which may be deemed attributable to the Reporting Person because it is the sole stockholder of JPMP Capital Corp. and of Chatham Ventures, Inc., the limited partner of JPM BHCA. The actual pro rata portion of such beneficial ownership that may be attributable to the Reporting Person is not readily determinable because it is subject to several variables, including the internal rates of return and vesting of interests within JPM BHCA and MF Manager.