

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G/A
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b) (c), AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO 13d-2(b)
(Amendment No. 3)*

CMGI, Inc.
(Name of Issuer)

Common Stock, \$0.01 par value
(Title of Class of Securities)

125750 10 9
(CUSIP Number)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 (the "Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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

David S. Wetherell

 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2 Not applicable (a)
 (b)

 3 SEC USE ONLY

 4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

 5 SOLE VOTING POWER
 NUMBER OF 5 4,380,164 shares
 SHARES

 6 SHARED VOTING POWER
 BENEFICIALLY 6 7,000 shares
 OWNED BY

 7 SOLE DISPOSITIVE POWER
 EACH 7 4,380,164 shares
 REPORTING

 8 SHARED DISPOSITIVE POWER
 PERSON WITH 8 7,000 shares

 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,387,164 shares

 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

18.5%

 12 TYPE OF REPORTING PERSON*

IN

 * SEE INSTRUCTIONS BEFORE FILLING OUT!

Item 1(a). Name of issuer:

CMGI, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:

100 Brickstone Square, First Floor, Andover, MA 01810

Item 2(a). Name of Person Filing:

David S. Wetherell

Item 2(b). Address of Principal Offices or, if None, Residence:

c/o CMGI, Inc.
100 Brickstone Square, First Floor, Andover, MA 01810

Item 2(c). Citizenship:

United States of America

Item 2(d). Title of Class of Securities:

Common Stock, \$0.01 par value

Item 2(e). CUSIP Number:

125750 10 9

Item 3. If the Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a:

Not applicable.

- (a) Broker or dealer registered under Section 15 of the Exchange Act.
- (b) Bank as defined in Section 3(a)(6) of the Exchange Act.
- (c) Insurance company as defined in Section 3(a)(19) of the Exchange Act.
- (d) Investment Company registered under Section 8 of the Investment Company Act.
- (e) An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);

- (g) A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
- (j) Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

If this statement is filed pursuant to Rule 13d-1(c), check this box

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount Beneficially Owned:

As of December 31, 1998, Mr. Wetherell owned 4,610,364 shares of the common stock of CMGI, Inc., which includes: (i) 576,472 shares which may be acquired upon the exercise of options that are exercisable prior to March 1, 1999, (ii) 223,200 shares held in trust for the benefit of Mr. Wetherell's minor children, as to which Mr. Wetherell disclaims beneficial ownership and (iii) 7,000 shares held in the David S. Wetherell Charitable Trust, as to which Mr. Wetherell disclaims beneficial ownership.

(b) Percent of class: 18.5%

(c) Number of shares as to which such person has:

(i) Sole power to vote or direct the vote:

4,380,164 shares

(ii) Shared power to vote or direct the vote:

7,000 shares

(iii) Sole power to dispose or to direct the disposition of:

4,380,164 shares

(iv) Shared power to dispose or to direct the disposition of:

7,000 shares

- Item 5. Ownership of Five Percent or Less of a Class.
Not applicable.
- Item 6. Ownership of More than Five Percent on Behalf of Another Person.
Not applicable.
- Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.
Not applicable.
- Item 8. Identification and Classification of Members of the Group.
Not applicable.
- Item 9. Notice of Dissolution of Group.
Not applicable.
- Item 10. Certification.
Not applicable.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 11, 1999

/s/ David S. Wetherell

David S. Wetherell