

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. 2) *

Hollywood Entertainment Corporation
(Name of Issuer)

Common Stock, no par value
(Title of Class of Securities)

436141105
(CUSIP Number)

December 31, 1999
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this
Schedule is filed:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

* 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 in 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).

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

 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
 2 (a)
 (b)

 SEC USE ONLY
 3

 CITIZENSHIP OR PLACE OF ORGANIZATION
 4 Delaware

 NUMBER OF 5 SOLE VOTING POWER
 2,327,934 shares
 SHARES -----

BENEFICIALLY 6 SHARED VOTING POWER
 0 shares
 OWNED BY -----

EACH 7 SOLE DISPOSITIVE POWER
 2,327,934 shares
 REPORTING -----

PERSON 8 SHARED DISPOSITIVE POWER
 0 shares
 WITH -----

 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 9 2,327,934 shares

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

 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
 11 5.08%

 TYPE OF REPORTING PERSON*
 12 CO

Item 1(a). Name of Issuer:

Hollywood Entertainment Corporation

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

9275 SW Peyton Lane, Wilsonville, Oregon 97070

Item 2(a). Name of Person Filing:

CMGI, Inc.

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

CMGI, Inc.
100 Brickstone Square, Andover, MA 01810

Item 2(c). Citizenship:

CMGI, Inc. is organized under the laws of the State of Delaware.

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

Common Stock

Item 2(e). CUSIP Number:

436141105

Item 3. If This 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:

2,327,934 shares

(b) Percent of class:

5.08%

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

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

2,327,934 shares

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

0 shares

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

2,327,934 shares

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

0 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.

CMGI, INC.

Dated: February 11, 2000

/s/ Andrew J. Hajducky III

By: Andrew J. Hajducky III
Title: Executive Vice President, Chief
Financial Officer and Treasurer