

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): October 31, 2007

CMGI, INC.

(Exact name of registrant as specified in its charter)

Delaware
*(State or other jurisdiction
of incorporation)*

000-23262
(Commission File No.)

04-2921333
*(IRS Employer
Identification No.)*

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

02451
(Zip Code)

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

Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 3.03 Material Modifications to Rights of Security Holders.

On October 31, 2007, CMGI, Inc. (the "Company") filed a Certificate of Amendment of Restated Certificate of Incorporation, as amended (the "Certificate of Amendment") with the Secretary of State of the State of Delaware to effect a one-for-ten reverse stock split of the Common Stock of the Company (the "Reverse Stock Split"), effective at 11:59 p.m. on October 31, 2007, as described in Item 5.03 below. The Reverse Stock Split had been approved by the Board of Directors on September 13, 2006 and by the Company's stockholders at the Annual Meeting of Stockholders on December 6, 2006. On September 25, 2007, the Board of Directors authorized the Company to proceed with the Reverse Stock Split. Pursuant to the Reverse Stock Split, each ten shares of Common Stock of the Company were combined and were reclassified into one share of Common Stock of the Company, and the number of issued and outstanding shares of Common Stock of the Company was proportionally reduced, in both cases without any change to the authorized number of shares of Common Stock or in the par value of such shares. No fractional shares were issued in connection with the Reverse Stock Split. Stockholders who are entitled to fractional shares will receive cash in lieu of receiving fractional shares at a rate of \$13.40 per share (the average closing price of the Common Stock for the five trading days preceding the Reverse Stock split, after giving effect to the Reverse Stock split). The exercise price, as well as the number of shares of Common Stock to be issued upon exercise of the Company's outstanding stock options, were proportionately adjusted to reflect the Reverse Stock Split. The number of shares reserved for issuance under the Company's equity compensation plans were also reduced proportionately.

As of the opening of the Nasdaq Global Market on November 1, 2007, the Company's Common Stock began trading on a split-adjusted basis under the trading symbol "CMGID". After a period of 20 trading days the trading symbol will return to "CMGI".

On November 1, 2007, the Company issued a press release announcing the completion of the Reverse Stock Split described above. A copy of the press release issued by the Company is filed herewith as Exhibit 99.1 and is incorporated herein by reference.

In connection with the Reverse Stock Split described above, the Company revised its specimen certificate of Common Stock, \$0.01 par value per share, to reflect a new CUSIP number. A copy of the revised specimen certificate is filed herewith as Exhibit 4.1.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On October 31, 2007, the Company filed the Certificate of Amendment with the Secretary of State of the State of Delaware to effect the Reverse Stock Split. The Certificate of Amendment became effective at 11:59 p.m., Eastern time, on October 31, 2007. A copy of the Certificate of Amendment is filed herewith as Exhibit 3.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.**(d) Exhibits**

- 3.1 Certificate of Amendment of Restated Certificate of Incorporation, as amended of CMGI, Inc. filed with the Secretary of State of the State of Delaware on October 31, 2007.
- 4.1 Specimen Certificate of Common Stock of the Registrant.
- 99.1 Press Release of the Registrant, dated November 1, 2007.

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CMGI, Inc.

Date: November 5, 2007

By: /s/ Peter L. Gray

Peter L. Gray

Executive Vice President, General Counsel and
Secretary

**CERTIFICATE OF AMENDMENT
OF
RESTATED CERTIFICATE OF INCORPORATION
OF
CMGI, INC.**

Pursuant to Section 242 of the General Corporation Law of the State of Delaware, CMGI, Inc., a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify:

FIRST: That the Board of Directors of the Corporation, on September 13, 2006 pursuant to Sections 141 and 242 of the General Corporation Law of the State of Delaware, duly adopted resolutions proposing and declaring advisable the following amendment to the Restated Certificate of Incorporation, as amended, of the Corporation:

RESOLVED: That the Restated Certificate of Incorporation, as amended, of the Corporation be amended by adding the following sentences at the end of the first paragraph of Article FOURTH thereof:

"That, effective at 11:59 p.m., Eastern time, on the filing date of this Certificate of Amendment of Restated Certificate of Incorporation (the "Effective Time"), a one-for-ten reverse stock split of the Common Stock shall become effective, such that each ten shares of Common Stock outstanding and held of record by each stockholder of the Corporation (including treasury shares) immediately prior to the Effective Time shall be reclassified and combined into one share of Common Stock automatically and without any action by the holder thereof upon the Effective Time and shall represent one share of Common Stock from and after the Effective Time. No fractional shares of Common Stock shall be issued as a result of such reclassification and combination. In lieu of any fractional shares to which the stockholder would otherwise be entitled, the Corporation shall pay cash equal to such fraction multiplied by the then fair value of the Common Stock as determined by the Board of Directors of the Corporation."

SECOND: That the stockholders of the Corporation, at the Annual Meeting of Stockholders held on December 6, 2006, duly approved said proposed Certificate of Amendment of Restated Certificate of Incorporation in accordance with Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by its Executive Vice President, General Counsel and Secretary this 31st day of October, 2007.

CMGI, INC.

By: /s/ Peter L. Gray

Name: Peter L. Gray

Title: Executive Vice President, General Counsel and Secretary



CMGI, INC. (the "Corporation") will furnish without charge to each stockholder who so requests from its Secretary the powers, designations, preferences and relative, participating, optional or other special rights of each class of stock or series thereof and the qualifications, limitations or restrictions thereof.

The following abbreviations, when used in the inscription on the face of this certificate, shall be construed as though they were written out in full according to applicable laws or regulations:

TEN COM
TEN ENT
JT TEN

- as tenants in common
- as tenants by the entireties
- as joint tenants with right of survivorship and not as tenants in common

UNIF GIFT MIN ACT- _____ Custodian _____
 (Cust) (Minor)
 under Uniform Gifts to Minors
 Act _____
 (State)

Additional abbreviations may also be used though not in the above list.

For value received, _____ hereby sell, assign and transfer unto

PLEASE INSERT SOCIAL SECURITY OR OTHER IDENTIFYING NUMBER OF ASSIGNEE

PLEASE PRINT OR TYPEWRITE NAME AND ADDRESS INCLUDING POSTAL ZIP CODE OF ASSIGNEE.

_____ Shares of the Common Stock
represented by the within Certificate, and do hereby irrevocably constitute and appoint _____

Attorney to transfer the said stock on the books of the within-named Corporation with full power of substitution in the premises.

Dated, _____

(The signature to this assignment must correspond with the name as written upon the face of this Certificate in every particular, without alteration or enlargement or any change whatever.)

SIGNATURE(S) GUARANTEED:

THE SIGNATURE(S) SHOULD BE GUARANTEED BY AN ELIGIBLE GUARANTOR INSTITUTION (BANKS, STOCKBROKERS, SAVINGS AND LOAN ASSOCIATIONS AND CREDIT UNIONS WITH MEMBERSHIP IN AN APPROVED SIGNATURE GUARANTEE MEDALLION PROGRAM), PURSUANT TO S.E.C. RULE 17Ad-15.

Press Release**CMGI Completes 1-For-10 Reverse Stock Split**

Ticker Symbol Changes to "CMGID" for 20 Trading Days

WALTHAM, Mass. — November 1, 2007 — CMGI® Inc. (NASDAQ: CMGID) today announced it has completed a 1-for-10 reverse stock split of the company's issued and outstanding common stock. The reverse stock split, which was announced on September 25, 2007, was effective with respect to stockholders of record at 11:59 p.m. EST, on October 31, 2007. As a result of the reverse stock split, each ten shares of issued and outstanding common stock were combined and were reclassified into one share of common stock and the total number of shares outstanding was reduced from approximately 490 million shares to approximately 49 million shares. No fractional shares were issued in connection with the reverse stock split. Shareholders who are entitled to fractional shares will receive cash in lieu of fractional shares.

As of the opening of the Nasdaq Global Market on November 1, 2007, the company's common stock will begin trading at the split-adjusted level. For a period of 20 trading days, the company's common stock will trade on a post-split basis under the trading symbol "CMGID." After this 20-trading-day period, the company's common stock will resume trading under the symbol "CMGI."

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About CMGI

CMGI, Inc. (NASDAQ: CMGI), through its subsidiary ModusLink, provides industry-leading global supply chain management services and solutions that help businesses market, sell and distribute their products around the world. In addition, CMGI's venture capital business, @Ventures, invests in a variety of technology ventures. For additional information, visit www.cmgi.com.

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