

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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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): March 10, 2000

CMGI, Inc.

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(Exact name of registrant as specified in its charter)

Delaware

000-23262

04-2921333

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(State or other juris-  
diction of incorporation)

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(Commission  
File Number)

-----  
(IRS Employer  
Identification No.)

100 Brickstone Square, Andover, MA

01810

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(Address of principal executive offices)

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(Zip Code)

Registrant's telephone number, including area code: (978) 684-3600

N/A

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(Former name or former address, if changed since last report)

Item 5. Other Events.

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yesmail.com, inc.  
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On March 10, 2000, CMGI, Inc. ("CMGI" or the "Company") completed the transactions contemplated by the Agreement and Plan of Merger, dated as of December 14, 1999 (the "yesmail Merger Agreement"), among itself, Mars Acquisition, Inc., a wholly owned subsidiary of the Company (the "yesmail Sub"), and yesmail.com, inc. ("yesmail"). Pursuant to the yesmail Merger Agreement, CMGI will issue .2504 shares of CMGI common stock for each share of yesmail common stock outstanding on March 10, 2000, and the yesmail Sub merged with and into yesmail, with yesmail surviving as a wholly owned subsidiary of CMGI. The Company's press release announcing the closing of this transaction is filed as Exhibit 99.1 hereto.

uBid, Inc.  
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On April 28, 2000, CMGI completed the transactions contemplated by the Agreement and Plan of Merger and Reorganization, dated as of February 9, 2000 (the "uBid Merger Agreement"), among itself, Senlix Corporation, a wholly owned subsidiary of the Company (the "uBid Sub"), and uBid, Inc. ("uBid"). Pursuant to the uBid Merger Agreement, CMGI will issue .2628 shares of CMGI common stock for each share of uBid common stock outstanding on April 28, 2000, and the uBid Sub merged with and into uBid, with uBid surviving as a wholly owned subsidiary of CMGI. The Company's press release announcing the closing of this transaction is filed as Exhibit 99.2 hereto.

Item 7. Financial Statements, Pro Forma Financial Information and Exhibits.  
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(c) Exhibits.

Exhibit No.	Description
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99.1	Press release, dated March 13, 2000, announcing the completion of the acquisition of yesmail.com, inc. by CMGI, Inc.
99.2	Press release, dated May 1, 2000, announcing the completion of the acquisition of uBid, Inc. by CMGI, Inc.

SIGNATURE

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.

Date: May 25, 2000

CMGI, Inc.  
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(Registrant)

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

EXHIBIT INDEX

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## PRESS CONTACTS:

Catherine Taylor  
 CMGI Investor Relations  
 978-684-3540  
 ctaylor@cmgi.com  
 -----

Deidre Moore  
 CMGI Public Relations  
 978-684-3655  
 dmoore@cmgi.com  
 -----

Jim Carini  
 yesmail.com  
 847-918-6379  
 jimc@yesmail.com  
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CMGI COMPLETES ACQUISITION OF  
 YESMAIL.COM

PLANS TO LEVERAGE E-MAIL MARKETING LEADER'S 8 MILLION REGISTERED USERS TO  
 IMPROVE MONETIZATION ACROSS THE CMGI NETWORK

ANDOVER, MASS. AND VERNON HILLS, ILL., MARCH 13, 2000 - CMGI, Inc. (Nasdaq: CMGI) announced today that it has completed its acquisition of yesmail.com (Nasdaq: YESM), a leading outsourcer of permission email marketing technologies and services. Under the approved terms of the merger, CMGI will issue .2504 shares of CMGI common stock for every share of yesmail.com common stock held on March 10, 2000. Effective immediately, yesmail.com becomes a majority-owned operating company of CMGI, joining CMGI's fast-growing arsenal of interactive marketing and advertising properties, including Engage (and its subsidiaries I/PRO and AdKnowledge), Adsmart, AdForce and Flycast.

"When we announced our agreement to acquire yesmail.com three months ago, we talked extensively about the synergies and benefits the two companies could bring to one another, and the entire CMGI network. These opportunities are even bigger today as we begin to more formally integrate yesmail.com's opt-in marketing services for the benefit of our content and e-commerce companies, including new, pending acquisitions such as uBid.com," said David Andonian, president of corporate development for CMGI. "We're excited about the opportunities ahead and look forward to leveraging yesmail's 8 million registered users and proven marketing expertise to improve monetization across the network."

Dave Tolmie, yesmail.com CEO and president added, "We are extremely pleased that our addition to the CMGI network of companies is complete. We look forward to working closely with CMGI's leading marketing and advertising companies to provide the most comprehensive interactive solution available to marketers."

Since the acquisition was announced December 14, 1999, yesmail.com has continued to experience rapid growth. During the past three months, YesMail membership has doubled to 8 million and is currently growing by more than 1 million members per month on average. yesmail.com has also added 32 new Network Partners, including Egghead.com and TRIP.com, for a current total of 90 YesMail Network Partners. Collectively, these partners represent 190 individual Web sites.

yesmail.com's revenue for the fourth quarter ended December 31, 1999 was \$8.2 million, a 114% sequential increase over the \$3.8 million reported for the third quarter. Total revenue for the year ended December 31, 1999 reached \$15.6 million compared with \$4.6 million in 1998.

ABOUT YESMAIL.COM

yesmail.com is the premier outsourcer of permission e-mail marketing technologies and services, providing a total Customer Value Management solution for its clients - from acquisition to retention and ongoing relationship management. The YesMail Network(TM) is the Web's first permission-based customer acquisition and retention engine, enabling YesMail's expert Relationship Managers to target prospects, personalize messages, deliver campaigns, track and

analyze results, customize responses and generate reports for marketers in real time. YesMail's proprietary direct marketing software, scalable infrastructure and experienced strategists deliver a total outsourced solution to maximize customer value for eMarketers. For more information, contact [www.yesmail.com](http://www.yesmail.com), 1-888-932-8600 or [info@yesmail.com](mailto:info@yesmail.com).

#### ABOUT CMGI AND CMGI@VENTURES

With more than 65 companies, CMGI, Inc. (Nasdaq: CMGI) represents the largest, most diverse network of Internet businesses in the world, including both CMGI operating companies and synergistic investments made through its venture capital affiliate, CMGI@Ventures. CMGI leverages the technologies; content and market reach of its extended family of companies to foster rapid growth and industry leadership across its network and the larger Internet Economy. Compaq, Intel, Microsoft, Pacific Century CyberWorks and Sumitomo hold minority positions in CMGI.

CMGI's majority-owned operating companies include Engage Technologies (Nasdaq: ENGA), NaviSite (Nasdaq: NAVI), 1ClickBrands, 1stUp.com, Activate.net, AdForce, Adsmart, AltaVista, CMGI Solutions, Equilibrium, Flycast, iCAST, MyWay.com, NaviNet, SalesLink, Tribal Voice and yesmail.com. CMGI@Ventures has ownership interests in 48 Internet companies, including Lycos, Inc. (Nasdaq: LCOS), Critical Path (Nasdaq: CPTH), Silknet (Nasdaq: SILK), MotherNature.com (Nasdaq: MTHR), Ventro (Nasdaq: VNTR) and Vicinity (Nasdaq: VCNT). CMGI's corporate headquarters is at 100 Brickstone Square, Andover, MA 01810, Tel: 978-684-3600. CMGI@Ventures has offices there as well as at 3000 Alpine Road, Menlo Park, CA 94028. For additional information and a full listing of the CMGI and CMGI@Ventures companies, see <http://www.cmgi.com> and <http://www.ventures.com>.

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This release contains forward-looking statements based on current expectations or beliefs, as well as a number of assumptions about future events, and these statements are subject to important factors and uncertainties that could cause actual results to differ materially from those described in the forward-looking statements. The forward-looking statements in this release address a variety of subjects including, for example, the expected benefits resulting from the acquisition of yesmail.com by CMGI, the expected growth in CMGI's advertising and marketing business, the expected benefits of yesmail's relationships with third parties, including AdForce, Flycast, Engage and Adsmart, and the expected functionality of yesmail's product offerings. The following factors, among others, could cause actual results to differ materially from those described in these forward-looking statements: yesmail's business may not be successfully integrated with the business of CMGI; yesmail's technologies and products may not successfully interoperate with those of third parties; the adoption of new laws and regulations affecting the provision of Internet advertising services, including laws and regulations covering privacy, pricing and content; and increased competition and technological changes in the industries in which CMGI and yesmail compete. For a detailed discussion of these and other cautionary statements, please refer to CMGI's filings with the Securities and Exchange Commission, including CMGI's Annual Report on Form 10-K for the most recently ended fiscal year.

## PRESS CONTACTS:

For CMGI:  
 Kim Robinson  
 CMGI Public Relations  
 (978) 684-3127  
 krobinson@cmgi.com  
 -----

Catherine Taylor  
 CMGI Investor Relations  
 (978) 684-3540  
 ctaylor@cmgi.com  
 -----

For uBid.com:  
 Nevenka Todorovic  
 uBid.com  
 (773) 272-4449  
 nevenkat@ubid.com  
 -----

Bret Werner/Ted Fragulis  
 Alan Taylor Communications  
 (212) 714-1280  
 bret@alantaylor.com  
 -----  
 tfragulis@alantaylor.com  
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## CMGI COMPLETES UBID.COM ACQUISITION

INTEGRATION OF E-COMMERCE AUCTION SITE TO LEVERAGE SYNERGIES ACROSS  
CMGI NETWORK

## CMGI ON TRACK TO CLOSE FISCAL 2000 WITH ANNUAL REVENUE RUN RATE OF \$1 BILLION

ANDOVER, MA AND CHICAGO, IL, MAY 1, 2000 - CMGI, Inc. (NASDAQ: CMGI), the world's largest and most diverse network of Internet companies, announced today that it has completed its acquisition of uBid, Inc. (NASDAQ: UBID), a leading e-commerce auction site. Effective immediately, uBid joins CMGI as a majority-owned operating company. Under the terms of the agreement, CMGI will issue .2628 shares of CMGI common stock for every share of uBid common stock held on April 28, 2000.

"The addition of uBid to the CMGI network underscores our commitment to strengthening and expanding our business-to-consumer (B2C) and business-to-business (B2B) e-commerce capabilities," said David Andonian, president, corporate development for CMGI. "It also permits CMGI to leverage uBid's services for new, expanded opportunities within the network, including the integration of auction and merchandising capabilities into our enterprise solutions, while offering uBid a powerful new set of partners from which to accelerate its already impressive growth and revenue performance."

As recently reported, uBid's revenues for the first quarter ended March 31, 2000 grew to \$86 million, up 150 percent over first quarter 1999 revenues. Additionally, its base of registered users increased to 1.2 million compared to the 378,000 users at the end of the first quarter of 1999. Since the acquisition was announced February 10, 2000, uBid.com has continued to experience rapid growth and has opened an additional customer care center in Danville, Illinois to handle its expanding customer base. With the addition of uBid to the CMGI network, CMGI continues to believe it will be able to achieve its goal of an annual run rate of \$1 billion in revenue by the end of its fiscal year.

"CMGI is a powerhouse and we are happy to be a part of its diverse network," said Greg Jones, CEO, uBid.com. "The relationship will open the door to opportunities, allowing uBid.com to continue growing and establishing ourselves as an industry leader. In addition to greatly increasing our reach in the consumer marketplace, the potential for strategic relationships with CMGI network companies will lead to new sources of unique merchandise, as well as powerful new distribution outlets for our auction technology platform."

uBid offers brand-name products to both consumers and businesses providing visitors the opportunity to set their own prices on popular products at significant discounts from prices found in traditional channels. In addition, uBid.com auctions provide leading suppliers such as Sony, IBM, Hewlett-Packard, Canon, Epson and Harman Kardon, with an inexpensive and highly

efficient channel for selling excess or unique items on a timely basis, while preserving their existing distribution channels.

#### ABOUT CMGI AND CMGI@VENTURES

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#### ABOUT UBID.COM

uBid.com, with headquarters in Chicago, is a leading on-line auction and e-commerce site that offers consumers and small- to mid-sized businesses the opportunity to "set the price" on a wide range of brand name merchandise through live-action bidding using sophisticated auction technology. The company's Internet auctions feature a rotating selection of more than 6,700 items in each daily auction. Consumers can browse in more than 12 different product categories, including: computers, consumer electronics, home and leisure, sports and recreation, jewelry and gifts, apparel, appliances, art, travel and events, home improvement products, monitors and printers, and off-lease computer equipment.

With more than 1 million registered users, uBid.com is committed to providing all customers with the highest quality auction experience on the Internet and offers supplier warranties on most consumer products. uBid.com also meets Better Business Bureau Online standards, which gives customers the confidence and security to bid safely online.

For more information, visit the company's Web site at [www.ubid.com](http://www.ubid.com).

# # #

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other cautionary statements, please refer to CMGI's filings with the Securities and Exchange Commission, including CMGI's Annual Report on Form 10-K for the most recently ended fiscal year.