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CMGI INC
Form S-8
June 17, 2002

As filed with the Securities and Exchange Commission on June 17, 2002

Registration No. 333- _____

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT UNDER
THE SECURITIES ACT OF 1933

CMGI, INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware (State or Other Jurisdiction of Incorporation or Organization)	04-2921333 (I.R.S. Employer Identification Number)
100 Brickstone Square, Andover, Massachusetts (Address of Principal Executive Offices)	01810 (Zip Code)

2002 Non-Officer Employee Stock Incentive Plan, as amended
(Full Title of the Plan)

GEORGE A. MCMILLAN
Chief Executive Officer
CMGI, Inc.
100 Brickstone Square
Andover, Massachusetts 01810
(Name and Address of Agent for Service)

(978) 684-3600
(Telephone Number, Including Area Code, of Agent for Service)

Copies to:

PETER L. GRAY, ESQ.
Executive Vice President and General Counsel
CMGI, Inc.
100 Brickstone Square
Andover, Massachusetts 01810

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock,	15,000,000 shares	\$0.555 (1)	\$8,325,000 (1)	\$765.90

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\$.01 par value

- (1) Estimated solely for the purpose of calculating the registration fee, and based on the average of the high and low prices of the Common Stock on the Nasdaq National Market on June 12, 2002 in accordance with Rules 457(c) and 457(h) under the Securities Act of 1933.

Statement of Incorporation by Reference:

In accordance with General Instruction E to Form S-8, this Registration Statement on Form S-8 incorporates by reference the contents of the Registration Statement on Form S-8 (File No. 333-84648) filed by the Registrant on March 21, 2002, relating to the Registrant's 2002 Non-Officer Employee Stock Incentive Plan, as amended.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the Town of Andover, Commonwealth of Massachusetts on June 17, 2002.

CMGI, INC.

By: /s/ George A. McMillan

George A. McMillan
Chief Executive Officer

POWER OF ATTORNEY

We, the undersigned officers and directors of CMGI, Inc., hereby severally constitute George A. McMillan, Thomas Oberdorf and Peter L. Gray, and each of them singly, our true and lawful attorneys with full power to them, and each of them singly, to sign for us and in our names in the capacities indicated below, the Registration Statement on Form S-8 filed herewith and any and all subsequent amendments to said Registration Statement, and generally to do all such things in our names and behalf in our capacities as officers and directors to enable CMGI, Inc. to comply with all requirements of the Securities and Exchange Commission, hereby ratifying and confirming our signatures as they may be signed by said attorneys, or any of them, to said Registration Statement and any and all amendments thereto.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on June 17, 2002.

Signature

Title

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----- /s/ David S. Wetherell ----- David S. Wetherell	Chairman of the Board of Directors
/s/ George A. McMillan ----- George A. McMillan	Chief Executive Officer and Director (Principal Executive Officer)
/s/ Thomas Oberdorf ----- Thomas Oberdorf	Chief Financial Officer and Treasurer (Principal Financial and Accounting Officer)
/s/ Barry Allen ----- Barry K. Allen	Director
/s/ Virginia G. Bonker ----- Virginia G. Bonker	Director
/s/ Jonathan Kraft ----- Jonathan Kraft	Director
/s/ Peter McDonald ----- Peter McDonald	Director

EXHIBIT INDEX

Exhibit Number -----	Description -----
4.1	Specimen Certificate of Common Stock, \$.01 par value per share, of the Registrant is incorporated herein by reference to Exhibit 4.1 to the Registrant's Annual Report on Form 10-K for the fiscal year ended July 31, 1999 (File No. 000-23262)
5	Opinion of Kevin P. Lanouette, Esq.
23.1	Consent of Kevin P. Lanouette, Esq. (included in Exhibit 5)
23.2	Consent of KPMG LLP, independent accountants
24	Power of Attorney (included in the signature pages of this Registration Statement)