

Edgar Filing: CMGI INC - Form 4/A

CMGI INC
 Form 4/A
 September 07, 2001

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FORM 4/A

OMB APPROVAL

[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

OMB Number: 3235-0287
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U.S. SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
 Section 17(a) of the Public Utility Holding Company Act of 1935
 or Section 30(f) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol	6. R
Compaq Computer Corporation			CMGI, Inc. ("CMGI")	t
(Last)	(First)	(Middle)	3. IRS or Social Security Number of Reporting Person (Voluntary)	4. Statement for Month/Year
	20555 State Highway 249			August 2001
	(Street)			5. If Amendment, Date of Original (Month/Year)
Houston	TX	77070		
(City)	(State)	(Zip)		
				7.

TABLE I -- NON-DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIAL

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities (Instr. 6)
			Amount (A) or Price (D)	
Common Stock	08/18/01	J(1)	2,011,682 A	(1)
Common Stock	08/18/01	J(1)	3,385,514 A	(1) 47,10

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.
 * If the Form is filed by more than one Reporting Person, See Instruction 4(b)(v).

FORM 4 (CONTINUED) TABLE II -- DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALLY OWNED
 (E.G., PUTS, CALLS, WARRANTS, OPTIONS, CONVERTIBLE SECURITIES)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7.
			Code V	(A) (D)	Date Exercisable	Expiration Date

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of Month
(Instr. 4)

or Indirect (I)
(Instr. 4)

Explanation of Responses:

(1) On August 18, 2001, CMGI issued a total of 5,397,196 shares of common stock to CPQ Holdings, interest payment valued at approximately \$11.5 million related to previously existing notes p with CMGI's acquisition of AltaVista Company.

(2) The securities are directly owned by CPQ Holdings, Inc., a wholly owned subsidiary of Compaq

Compaq

By: /s/

Linda
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Secre

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations.
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed.
If space provided is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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JOINT FILER INFORMATION

NAME: CPCG Holdings, Inc.
I.R.S. Identification Number: 76-0647487
Address: 20555 State Highway 249
Houston, TX 77090
Designated Filer: Compaq Computer Corporation

Issuer and Ticker Symbol CMGI, Inc. ("CMGI")
Statement for Month/Year: August 2001

CPCG HOLDINGS, INC.

By: /s/ Linda S. Auwers

September 7, 2001

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Linda S. Auwers, Vice
President and Secretary
**Signature of Reporting Person

Date

Name:
I.R.S. Identification Number:
Address:

CPQ Holdings, Inc.
51-0337545
20555 State Highway 249
Houston, TX 77040
Compaq Computer Corporation

Designated Filer:

Issuer and Ticker Symbol
Statement for Month/Year:

CMGI, Inc. ("CMGI")
August 2001

CPQ HOLDINGS, INC.

By: /s/ Linda S. Auwers

September 7, 2001

Linda S. Auwers, Vice
President and Secretary
**Signature of Reporting Person

Date

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