

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)				
Houston	TX	77070		5. If Amendment, Date of Original (Month/Year)	
(City)	(State)	(Zip)			7.

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

1. Title of Security (Instr. 3)	2. Trans- action Date (Month/ Day/ Year)	3. Transac- tion Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount o curities cially O End of M (Instr.
		Code V	Amount (A) or (D)	Price
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

[illegible]

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TABLE II -- DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIAL
(E.G., PUTS, CALLS, WARRANTS, OPTIONS, CONVERTIBLE SECURITIES)

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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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**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: CPQ Holdings, Inc.
I.R.S. Identification Number: 51-0337545
Address: 20555 State Highway 249
Houston, TX 77040
Designated Filer: Compaq Computer Corporation
Issuer and Ticker Symbol CMGI, Inc. ("CMGI")
Statement for Month/Year: 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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