

CMGI INC  
Form 10-Q/A  
July 27, 2007

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

\_\_\_\_\_  
**FORM 10-Q/A**  
**(Amendment No. 1)**  
\_\_\_\_\_

(Mark One)

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended October 31, 2006

OR

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number 000-23262

\_\_\_\_\_  
**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 No.)

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1100 Winter Street

Waltham, Massachusetts  
(Address of principal executive offices)

02451  
(Zip Code)

(781) 663-5001

(Registrant's telephone number, including area code)

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Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act (Check one).

Large accelerated filer  Accelerated filer  Non-accelerated filer

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

As of December 4, 2006, there were 487,002,819 shares outstanding of the registrant's Common Stock, \$.01 par value per share.

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**EXPLANATORY NOTE**

On December 11, 2006, CMGI, Inc. (the Company) filed with the Securities and Exchange Commission (the SEC) its Quarterly Report on Form 10-Q for the fiscal quarter ended October 31, 2006 (the Original Quarterly Report). On the cover page of the Company's Annual Report on Form 10-K for its fiscal year ended July 31, 2006 (which was filed with the SEC on October 16, 2006) the Company had inadvertently and incorrectly checked the box indicating that it was a large accelerated filer as defined in Rule 12b-2-2 of the Securities Exchange Act of 1934, as amended (the Exchange Act); therefore, the Company also incorrectly checked the large accelerated filer box on the cover page to the Original Quarterly Report. The Company is filing this Amendment No. 1 (the Amendment) to correct the error on the cover page of the Original Quarterly Report to indicate that the Company is not a large accelerated filer but is instead an accelerated filer, as defined in Rule 12b-2-1 of the Exchange Act. Except for the foregoing change to the cover page of the Original Quarterly Report, no other information included in the Original Quarterly Report is amended by this Amendment. This Amendment speaks as of the original filing date of the Original Quarterly Report and does not reflect events occurring after the filing date of the Original Quarterly Report, or modify or update the disclosures therein in any way other than as required to reflect the correction to the cover page of the Original Quarterly Report described herein.

**Item 6. Exhibits**

The following exhibits are filed with this report.

31.1 Certification of the Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

31.2 Certification of the Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

**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 thereunto duly authorized.

CMGI, Inc.

Date: July 26, 2007

By:

/s/ STEVEN G. CRANE  
**Steven G. Crane**

**Chief Financial Officer and Treasurer**