BCIP ASSOCIATES
Form 4
November 17, 2004

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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(h) of the Investment Company Act of 1940

(Print or Type Responses)

| 1. Name and Address of Reporting Person [*]
BAIN CAPITAL INVESTORS LLC

(Last) (First) (Middle)

C/O BAIN CAPITAL, LLC, 111 HUNTINGTON AVENUE

(Street)

BOSTON, MA 02199

(City) (State) (Zip) | 2. Issuer Name **and** Ticker or Trading Symbol
CMGI INC [CMGI]

3. Date of Earliest Transaction (Month/Day/Year)
11/15/2004

4. If Amendment, Date Original Filed(Month/Day/Year) | 5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _X_ 10% Owner
_____ Officer (give title __X__ Other (specify below) below)
See Footnote (4)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
_X_ Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (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 Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, $0.01 par value	11/15/2004		S		297,404	D	$ 1.57	18,984,987	I	See footnotes (1) (2) (3)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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)	3A. Deemed Execution Date, if any (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. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
								Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
				Code	V	(A)	(D)						

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BAIN CAPITAL INVESTORS LLC C/O BAIN CAPITAL, LLC 111 HUNTINGTON AVENUE BOSTON, MA 02199		X		See Footnote (4)
Information Partners 111 HUNTINGTON AVENUE BOSTON, MA 02199		X		
BCIP ASSOCIATES 111 HUNTINGTON AVENUE BOSTON, MA 02199		X		
BCIP TRUST ASSOCIATES LP 111 HUNTINGTON AVENUE BOSTON, MA 02199		X		
Bain Capital Partners V, L.P. 111 HUNTINGTON AVENUE BOSTON, MA 02199		X		
BCIP TRUST ASSOCIATES II 111 HUNTINGTON AVENUE BOSTON, MA 02199		X		
BCIP TRUST ASSOCIATES II B 111 HUNTINGTON AVE BOSTON, MA 02199		X		
BAIN CAPITAL FUND IV LP 111 HUNTINGTON AVENUE		X		

BOSTON, MA 02199

Signatures

/s/ Michael
F.Goss   11/16/2004

__**__Signature of   Date
Reporting Person

Explanation of Responses:

*   If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

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

(1)   Bain Capital Investors, LLC ("BCI"), as the sole general partner of Bain Capital Partners IV, L.P. ("BCP IV"), and BCP IV, as the sole general partner of Bain Capital Fund IV, L.P. ("BCF") and the managing partner of Information Partners, may each be deemed to share voting and dispositive power with respect to the 10,409,224 shares held by BCF and the 366,448 shares held by Information Partners. BCI and BCP IV disclaim beneficial ownership of such securities except to the extent of their pecuniary interest therein.

(2)   BCI, as the sole general partner of Bain Capital Partners V, L.P. ("BCP V") may be deemed to share voting and dispositive power with respect to the 7,242,675 shares held by BCP V. BCI disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein.

(3)   BCI is the sole member of the management committee of each of BCIP Associates ("BCIP") and BCIP Trust Associates, L.P. ("BCIPT"), and is the managing partner of BCIP Trust Associates II ("BCIPT II") and BCIP Trust Associates II-B ("BCIPT II-B") and thus may be deemed to share voting and dispositive power with respect to the 603,434 shares held by BCIP, the 358,326 shares held by BCIPT, the 3,710 shares held by BCIPT II, and the 1,170 shares held by BCIPT II-B. BCI disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein.

Remarks:

(4) BCF, Information Partners, BCIP, BCIPT, BCPV, BCIPT II and BCIPT II-B are parties to a Stock Transfer Agreement, da

and a Stockholder Selling Agreement dated as of August 2, 2004 and consequently may be considered to acting as a group wit

entities party thereto. The Reporting Persons disclaim beneficial ownership of all such shares held by such parties and make t

of themselves only.

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