

CMGI INC  
Form 10-Q/A  
March 29, 2006

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

Washington, D.C. 20549

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**FORM 10-Q/A**  
**Amendment No. 1**  
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(Mark One)

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
For the quarterly period ended January 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

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**CMGI, INC.**

(Exact name of registrant as specified in its charter)

**DELAWARE**  
(State or other jurisdiction of  
incorporation or organization)

1100 Winter Street  
Waltham, Massachusetts

**04-2921333**  
(I.R.S. Employer  
Identification No.)

02451

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(Address of principal executive offices)

(781) 663-5001

(Zip Code)

(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. 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 March 6, 2006, there were 486,381,124 shares of the registrant's Common Stock, \$.01 par value per share outstanding.

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**EXPLANATORY NOTE**

CMGI, Inc. is filing this Amendment No. 1 to its Quarterly Report on Form 10-Q for the fiscal quarter ended January 31, 2006, as originally filed with the Securities and Exchange Commission on March 10, 2006, for the sole purpose of correcting inadvertent omissions from the Section 302 certifications. This Amendment No. 1 on Form 10-Q/A does not change or update the previously reported financial statements or any of the other disclosure contained in the original Form 10-Q.

**SIGNATURES**

Pursuant to the requirements of the Securities and Exchange Act of 1934, the Registrant has duly caused this Amendment to be signed by the undersigned thereunto duly authorized.

**CMGI, INC.**

Date: March 29, 2006

By:

/s/ THOMAS OBERDORF  
**Thomas Oberdorf**

**Chief Financial Officer and Treasurer**

**(Principal Financial and Accounting Officer)**

**INDEX TO EXHIBITS**

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