BCIP ASSOCIATES

Form 4

November 17, 2004

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

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if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

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

may continue. *See* Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading BAIN CAPITAL INVESTORS LLC Issuer Symbol CMGI INC [CMGI] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director _X__ 10% Owner __X__ Other (specify Officer (give title C/O BAIN CAPITAL, LLC, 111 11/15/2004 below) below) **HUNTINGTON AVENUE** See Footnote (4) (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) Form filed by One Reporting Person _X_ Form filed by More than One Reporting BOSTON, MA 02199 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Ownership Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Direct Beneficial (Month/Day/Year) Owned Ownership (Instr. 8) (D) or Following Indirect (I) (Instr. 4) Reported (Instr. 4) (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price Common See Stock. 297,404 D S 11/15/2004 18,984,987 footnotes \$0.01 par (1)(2)(3)value

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

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SEC 1474

(9-02)

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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)	4. Transaction Code (Instr. 8)	of Derivative Securities Acquired (A) or			7. Title and Amount of Underlying Securities (Instr. 3 and 4)	int of lying ities	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo
	•			(A) or Disposed						Repo Trans
				of (D) (Instr. 3,						(Instr
				4, and 5)						
								Amount		
						Expiration Date	Title			
			Code V	(A) (D)	2.1010104010	2		of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
reporting of their state of	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					

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BOSTON, MA 02199

Signatures

/s/ Michael

F.Goss

11/16/2004

**Signature of Reporting Person Date

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).
- 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.
- 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.
 - 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
- (3) 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, dated as of August 2, 2004 and consequently may be considered to acting as a group with entities party thereto. The Reporting Persons disclaim beneficial ownership of all such shares held by such parties and make the 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. 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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