

BCIP ASSOCIATES
Form 4
November 17, 2004

FORM 4

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

OMB APPROVAL

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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 *
LAVINE JONATHAN S

(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 below) ___X___ Other (specify below)

See Footnote (6)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock, \$0.01 par value | 11/15/2004 | | S | V | 312,784 \$ 1.57 | D | 19,966,800 I |
| | | | | | | | See footnotes (1) (2) (3) (4) (5) |

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. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|------------------|
| | Director | 10% Owner | Officer | Other |
| LAVINE JONATHAN S C/O BAIN CAPITAL, LLC 111 HUNTINGTON AVENUE BOSTON, MA 02199 | | X | | See Footnote (6) |
| Bain Capital Partners V, L.P. 111 HUNTINGTON AVENUE BOSTON, MA 02199 | | X | | |
| Information Partners 111 HUNTINGTON AVENUE BOSTON, MA 02199 | | X | | |
| BCIP ASSOCIATES 111 HUNTINGTON AVENUE BOSTON, MA 02199 | | X | | |
| BAIN CAPITAL FUND IV LP 111 HUNTINGTON AVENUE BOSTON, MA 02199 | | X | | |
| BCIP TRUST ASSOCIATES LP 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 | | X | | |

BOSTON, MA 02199

Signatures

/s/ Jonathan S.
Lavine

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).

(1) Jonathan S. Lavine, as the sole managing member of Sankaty Investors, LLC ("SI"), SI, as the sole general partner of Bain Capital V Mezzanine Partners, L.P. ("BCMP"), and BCMP, as the sole general partner of BCM Capital Partners, L.P. ("BCM") may each be deemed to share voting and dispositive power with respect to the 488,466 shares held by BCM. Mr. Lavine, SI and BCMP disclaim beneficial ownership of such shares except to the extent of their pecuniary interest therein.

(2) Jonathan S. Lavine, as the sole managing member of Sankaty Investors II, LLC ("SI II"), SI II, as the sole managing member of Sankaty High Yield Asset Investors II, LLC ("SAI II") and SAI II, as the sole general partner of Sankaty High Yield Partners II, L.P. ("SP II") may each be deemed to share voting and dispositive power with respect to the 164,449 shares held by SP II. Mr. Lavine, SI II and SAI II disclaim beneficial ownership of such shares except to the extent of their pecuniary interest therein.

(3) Jonathan S. Lavine, as the sole managing member of Sankaty Investors III, LLC ("SI III"), SI III, as the sole managing member of Sankaty High Yield Asset Investors III, LLC ("SAI III"), and SAI III, as the sole general partner of Sankaty High Yield Partners III, L.P. ("SP III") may each be deemed to share voting and dispositive power with respect to the 164,449 shares held by SP III. Mr. Lavine, SI III and SAI III disclaim beneficial ownership of such shares except to the extent of their pecuniary interest therein.

(4) Jonathan S. Lavine, as the sole managing member of Sankaty Credit Member, LLC ("SC Member"), SC Member, as the sole managing member of Sankaty Credit Opportunities Investors, LLC ("SCO Investors"), and SCO Investors, as the sole general partner of Sankaty Credit Opportunities, L.P. ("SCO") may each be deemed to share voting and dispositive power with respect to the 164,449 shares held by SCO. Mr. Lavine, SC Member and SCO Investors disclaim beneficial ownership of such shares except to the extent of their pecuniary interest therein.

(5) Jonathan S. Lavine is a member of Bain Capital Investors, LLC ("BCI") which is (i) the general partner of Bain Capital Partners V, L.P. ("BCP V") and Bain Capital Partners IV, L.P. ("BCP IV"), which is in turn the sole general partner of Bain Capital Fund IV, L.P. ("Fund IV") and the managing partner of Information Partners ("IP"), (ii) the sole member of the management committee of BCIP Associates ("BCIP") and BCIP Trust Associates, L.P. ("BCIPTA") and (iii) the managing partner of each of BCIP Trust Associates II ("BCIPTA II") and BCIP Trust Associates II-B ("BCIPTA II-B"). Additionally, he and/or entities affiliated with him are partners of BCIP, BCIP II and BCIP II-B. Accordingly, he, BCI and BC IV may be deemed to share voting and dispositive power with respect to the shares held by Fund IV, BCP V, IP, BCIP, BCIP II and BCIP II-B. Mr. Lavine, BCP IV, and BCI disclaim beneficial ownership of all such shares except to the extent of their pecuniary interest therein.

Remarks:

(6) BCM, SP II, SP III, and SCO are parties to a Stock Transfer Agreement dated as of March 23, 2003 and a Stockholder Selling Agreement dated as of August 2, 2004 and consequently may be considered to acting as a group with the other persons and entities party thereto. The Reporting Person disclaim beneficial ownership of all such shares held by such parties and make this filing on behalf 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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