

CMGI INC
Form SC 13D/A
December 20, 2001

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED
PURSUANT TO RULE 13D-1(A) AND AMENDMENTS THERETO
FILED PURSUANT TO RULE 13D-2(A)**

(AMENDMENT NO. 8) (1)

Under the Securities Exchange Act of 1934

CMGI, Inc.

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

125750109

(CUSIP Number)

**General Counsel
Compaq Computer Corporation
20555 State Highway 249
Houston, TX 77070
(281) 370-0670**

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

December 19, 2001

(Date of Event which Requires
Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box [].

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7(b) for other parties to whom copies are to be sent.

(Continued on following pages)
(Page 1 of 6 Pages)

(1) The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(AMENDMENT NO. 8) (1)

- (1) NAMES OF REPORTING PERSONS
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Compaq Computer Corporation

- (2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:
(a)
(b)

- (3) SEC USE ONLY

- (4) SOURCE OF FUNDS
OO

- (5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2(e)

- (6) CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY REPORTING PERSON WITH	(7) SOLE VOTING POWER -0-
	(8) SHARED VOTING POWER 40,343,787
	(9) SOLE DISPOSITIVE POWER -0-
	(10) SHARED DISPOSITIVE POWER 40,343,787

- (11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
40,343,787

- (12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN
SHARES

- (13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11
Approximately 10.29%

- (14) TYPE OF REPORTING PERSON
CO

- (1) NAMES OF REPORTING PERSONS
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

CPQ Holdings, Inc.

- (2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:
(a)
(b)
-

- (3) SEC USE ONLY
-

- (4) SOURCE OF FUNDS

OO

- (5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2(e)
-

- (6) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY REPORTING PERSON WITH	(7) SOLE VOTING POWER -0-
	(8) SHARED VOTING POWER 40,343,787
	(9) SOLE DISPOSITIVE POWER -0-
	(10) SHARED DISPOSITIVE POWER 40,343,787

- (11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

40,343,787

- (12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN
SHARES
-

- (13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

Approximately 10.29%

- (14) TYPE OF REPORTING PERSON

CO

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- (1) NAMES OF REPORTING PERSONS
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

CPCG Holdings, Inc.

(AMENDMENT NO. 8) (1)

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

- (a)
(b)
-

(3) SEC USE ONLY

(4) SOURCE OF FUNDS

OO

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2(e)

(6) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY REPORTING PERSON WITH	(7) SOLE VOTING POWER -0-
	(8) SHARED VOTING POWER 40,343,787
	(9) SOLE DISPOSITIVE POWER -0-
	(10) SHARED DISPOSITIVE POWER 40,343,787

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

40,343,787

(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN
SHARES

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

Approximately 10.29%

(14) TYPE OF REPORTING PERSON

CO

Item 2. Identity and Background.

The first sentence of the second paragraph of Item 2(a) (c) is hereby amended to read:

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"Compaq Computer Corporation, as direct and indirect beneficial owner of 40,343,787 shares of common stock, par value \$0.01, of CMGI."

Item 5. Interest in Securities of the Issuer.

Item 5 (a) & (b) is amended to read:

As of the date hereof, Compaq Computer Corporation is the record holder of 4,445,056 shares of Common Stock of CMGI. CPQ Holdings, Inc., a wholly owned subsidiary of Compaq Computer Corporation is the record holder of 35,837,497 shares of Common Stock of CMGI. CPCG Holdings, Inc., a wholly owned subsidiary of Compaq Computer Corporation is the record holder of 61,234 shares of Common Stock of CMGI. This number of shares represents 10.29% of the outstanding Common Stock of CMGI. This percentage is based on the number of shares of CMGI Common Stock reported by CMGI in its Form 10-Q for the quarter ending October 31, 2001, filed with the Securities Securities and Exchange Commission on December 17, 2001, as being outstanding as of December 13, 2001.

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SIGNATURES

After reasonable inquiry and to the best knowledge and belief of each of the undersigned, each such person certifies that the information set forth in this statement is true, complete and correct.

COMPAQ COMPUTER CORPORATION

Date: December 20, 2001

By: /s/ Linda S. Auwers
Name: Linda S. Auwers
Title: Vice President, Deputy General Counsel and Secretary

CPQ HOLDINGS, INC.

By: /s/ Linda S. Auwers
Name: Linda S. Auwers
Title: Vice President and Secretary

CPCG HOLDINGS, INC.

By: /s/ C. Alexis Keene
Name: C. Alexis Keene
Title: Secretary