

CMGI INC  
Form 8-K  
July 27, 2006

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

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): July 21, 2006

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**CMGI, Inc.**

*(Exact name of registrant as specified in its charter)*

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**Delaware**  
*(State or other jurisdiction*

*of incorporation)*

**000-23262**  
*(Commission File No.)*

**04-2921333**  
*(IRS Employer*

*Identification No.)*

**1100 Winter Street**

**Waltham, Massachusetts**  
*(Address of principal executive offices)*

**(781) 663-5001**

**02451**  
*(Zip Code)*

*(Registrant's telephone number, including area code)*

**Not Applicable**

*(Former name or former address, if changed since last report)*

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers**

(b)

On July 21, 2006, David S. Wetherell, Chairman of the Board of Directors of CMGI, Inc. (the Company), notified the Company of his resignation from the Board of Directors of the Company, effective August 31, 2006. There were no disagreements between the Company and Mr. Wetherell, who informed the Board that he was resigning to devote more time to other business interests. The Board of Directors has elected Joseph C. Lawler as Chairman of the Company, in addition to his current positions as President and Chief Executive Officer, effective August 31, 2006.

A press release dated July 27, 2006 announcing Mr. Wetherell's resignation and Mr. Lawler's election is attached as Exhibit 99.1 to this current report and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

99.1 Press Release of the Registrant, dated July 27, 2006.

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Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CMGI, Inc.

Date: July 27, 2006

By: /s/ Peter L. Gray  
Peter L. Gray  
Executive Vice President and General Counsel

**EXHIBIT INDEX**

| <b>Exhibit No.</b> | <b>Description</b>                                    |
|--------------------|-------------------------------------------------------|
| 99.1               | Press Release of the Registrant, dated July 27, 2006. |