**CMGI INC** Form SC 13G October 31, 2003

This Schedule 13G is identical to a Schedule 13G filed by the Reporting Persons on October 23, 2003 and is being refiled for the sole purpose of correcting the Central Index Key and other information regarding the subject company set forth in the EDGAR data fields of such prior filing. The prior Schedule 13G incorrectly identified Hewlett-Packard Company (CIK No. 0000047217) as the subject company.

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

**SCHEDULE 13G** (Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1(b), (c) and (d) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(b)

(Amendment No. )<sup>1</sup>

CMGI, Inc.

(Name of Issuer)

## Common Stock, par value \$.01 per share

(Title of Class of Securities)

125750109

(CUSIP Number)

May 3, 2002

(Date of Event which Requires Filing of this Statement)

Rule 13d-1(b) Rule 13d-1(c) [X] Rule 13d-1(d) <sup>1</sup> 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 the disclosures provided in a prior cover page.

The information required in 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 ( Act ) 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).

CUSIP No. 125750109 13G Page 2 of 8 Pages NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Hewlett-Packard Company 94-1081436 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) [X]

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

(b) [\_]

3. SEC USE	E ONLY				
4. CITIZEN	ISHIP OR	R PLACE OF ORGANIZATION			
Sta	te of Dela	aware			
	5.	SOLE VOTING POWER -0-			
NUMBER OF SHARES BENEFICIALLY OWNED BY	<b>6.</b>	SHARED VOTING POWER 24,249,767			
EACH REPORTING PERSON	7.	SOLE DISPOSITIVE POWER -0-			
WITH	8.	SHARED DISPOSITIVE POWER 24,249,767			
9. AGGREC	GATE AN	MOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
24,	249,767 s	shares of Common Stock, par value \$.01 per share			
		AGGREGATE AMOUNT IN ROW (9) EXCLUDES ES (SEE INSTRUCTIONS)	U		
11. PERCEN	T OF CL	ASS REPRESENTED BY AMOUNT IN ROW (9)			
	6.1%				
<b>12.</b> TYPE OF	F REPOR	TING PERSON (SEE INSTRUCTIONS)			
	СО				
CUSIP No. 1257	750109	13G	Page 3 of 8 Pages		
I.R.S. ID	OF REPORTING PERSONS ENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Computer Corporation (both for its own account and as successor to CPCG Holdings, Inc.)				
2. CHECK	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)		(a) [X] (b) [_]		
3. SEC USE	SEC USE ONLY				
4. CITIZEN	CITIZENSHIP OR PLACE OF ORGANIZATION				
Sta	te of Dela	aware			
	5.	SOLE VOTING POWER -0-			
NUMBER OF SHARES BENEFICIALLY	<b>6.</b>	SHARED VOTING POWER 24.249.767			

OWNED BY EACH REPORTING PERSON WITH						
		7.	SOLE DISPOSITIVE POWER -0-			
		8. SHARED DISPOSITIVE POWER 24,249,767				
9.	AGGREC	SATE AN	MOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	24,2	249,767 s	shares of Common Stock, par value \$.01 per share			
	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)					
11.	PERCEN'	T OF CL	ASS REPRESENTED BY AMOUNT IN ROW (9)			
		6.1%				
12.	TYPE OF	REPOR	TING PERSON (SEE INSTRUCTIONS)			
		СО				
CUSIP	No. 1257	50109	13G	Page 4 of 8 Pages		
	I.R.S. IDI	ENTIFIC dings, LL	RTING PERSONS ATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) C (formerly CPQ Holdings, Inc.)			
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)			(a) [X] (b) [_]		
3.	SEC USE ONLY					
4.	CITIZEN	SHIP OR	R PLACE OF ORGANIZATION			
	Star	te of Dela	aware			
NILIM	DED OF	5.	SOLE VOTING POWER -0-			
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON	6.	SHARED VOTING POWER 24,249,767				
	7.	SOLE DISPOSITIVE POWER -0-				
W	/ITH	8.	SHARED DISPOSITIVE POWER 24,249,767			
9.	AGGREC	SATE AN	MOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	24,2	249,767 s	shares of Common Stock, par value \$.01 per share			

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES 10.  $\sqcup$ CERTAIN SHARES (SEE INSTRUCTIONS) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 11. 6.1% 12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) 00 CUSIP No. 125750109 13G Page 5 of 8 Pages Name of Issuer. Item 1(a). CMGI, Inc. Item 1(b). Address of Issuer's Principal Executive Offices. 100 Brickstone Square, Suite B110, Andover, MA 01810 Item 2(a). Name of Person Filing. Hewlett-Packard Company Item 2(b). Address of Principal Business Office or, if None, Residence. 3000 Hanover Street, Palo Alto, California 94304 Item 2(c). Citizenship. State of Delaware Item 2(a). Name of Person Filing. Compaq Computer Corporation (both for its own account and as successor to CPCG Holdings, Inc.) Item 2(b). Address of Principal Business Office or, if None, Residence. 3000 Hanover Street, Palo Alto, California 94304 Item 2(c). Citizenship. State of Delaware Item 2(a). Name of Person Filing. HPQ Holdings, LLC (formerly CPQ Holdings, Inc.) Item 2(b). Address of Principal Business Office or, if None, Residence. 3000 Hanover Street, Palo Alto, California 94304

Citizenship.

State of Delaware

Item 2(c).

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Item 2(d).		Title of Class of Securities.		
		Common Stock, par value \$.01 per share		
Item 2(e).		CUSIP Number.		
		125750109		
Item 3.		If This Statement is Filed Pursuant to Rule 13d-1(b), or Rule Filing is a:	e 13d-2(b) or (c), Check Whether t	
	(a) [_]	Broker or dealer registered under Section 15 of the Exchange	Act.	
	(b) [_]	Bank as defined in Section 3(a)(6) of the Exchange Act.		
	(c) [_]	Insurance company as defined in Section 3(a)(19) of the Excl		
	(d) [_]	Investment company registered under Section 8 of the Investi		
	(e) [_]	An investment adviser in accordance with Rule 13d-1(b)(1)(i		
	(f) [_]	An employee benefit plan or endowment fund in accordance		
	(g) [_]	A parent holding company or control person in accordance w (1)(ii)(G);	ith Rule 13d-1(b)	
	(h) [_]	A savings association as defined in Section 3(b) of the Federa	al Deposit Insurance Act;	
	(i) [_]	A church plan that is excluded from the definition of an invess Section 3(c)(14) of the Investment Company Act;	stment company under	
	(j) [_]	Group, in accordance with Rule 13d-1(b)(1)(ii)(J).		
Item 4.		Ownership.		
Provide the fo	llowing info	rmation regarding the aggregate number and percentage of the clas	s of securities of the issuer identified	
	(a)	Amount beneficially owned: 24,249,767		
	(b)	Percent of class: 6.1%		
	(c)	Number of shares as to which such person has:		
	(i)	sole power to vote or to direct the vote: -0-		
	(ii)	shared power to vote or to direct the vote: 24,249,767		
	(iii)	sole power to dispose or to direct the disposition of: -0-		
	(iv)	shared power to dispose or to direct the disposition of: 24,	249,767	

Instruction: For computations regarding securities which represent a right to acquire an underlying security see Rule 13d-3(d)(1).

## Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [\_].

Instruction: Dissolution of a group requires a response to this item.

Not Applicable

Item 6. Ownership of More Than Five Percent on Behalf of Another Person.

Not Applicable

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Item 7.	Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.  Not Applicable	
Item 8.	Identification and Classification of Members of the Group.  Not Applicable	

Item 9. Notice of Dissolution of Group.

Not Applicable

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

#### **SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

HEWLETT-PACKARD COMPANY

Date: October 30, 2003 By: /s/ Charles N. Charnas

Name: Charles N. Charnas

Title: Vice President, Deputy General Counsel and

**Assistant Secretary** 

COMPAQ COMPUTER CORPORATION

Date: October 30, 2003 By: <u>/s/ Charles N. Charnas</u>

Name: Charles N. Charnas

Title: Treasurer and Assistant Secretary

HPQ HOLDINGS, LLC

Date: October 30, 2003 By: /s/ Charles N. Charnas

Name: Charles N. Charnas

Title: Manager

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative (other than an executive officer or general part of this filing person), evidence of the representative's authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

#### Exhibit A

#### JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k) of the Securities Exchange Act of 1934, as amended, each of the parties hereto agrees with the other party that the statement on Schedule 13G pertaining to certain securities of CMGI, Inc. to which this agreement is an exhibit is filed by and on behalf of each such party, and that any subsequent amendment thereto will be filed on behalf of each such party.

HEWLETT-PACKARD COMPANY

Date: October 22, 2003

By: /s/ Charles N. Charnas

Name: Charles N. Charnas

Title: Vice President, Deputy General Counsel and

Assistant Secretary

COMPAQ COMPUTER CORPORATION

Date: October 22, 2003 By: <u>/s/ Charles N. Charnas</u>

Name: Charles N. Charnas

Title: Treasurer and Assistant Secretary

HPQ HOLDINGS, LLC

Date: October 22, 2003 By: /s/ Charles N. Charnas

Name: Charles N. Charnas

Title: Manager