

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)

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

- Rule 13d-1(b)  
 Rule 13d-1(c)  
 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).

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1. NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
Hewlett-Packard Company  
94-1081436

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2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a)   
(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

State of Delaware

|  |                             |
|--|-----------------------------|
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON<br>WITH | 5. SOLE VOTING POWER<br>-0- |
| 6. SHARED VOTING POWER<br>24,249,767   |                             |
| 7. SOLE DISPOSITIVE POWER<br>-0-   |                             |
| 8. SHARED DISPOSITIVE POWER<br>24,249,767  |                             |

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

24,249,767 shares of Common Stock, par value \$.01 per share

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

6.1%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

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1. NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
Compaq Computer Corporation (both for its own account and as successor to CPCG Holdings, Inc.)  
76-0011617

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a)   
(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

State of Delaware

|                                      |                             |
|--------------------------------------|-----------------------------|
| NUMBER OF<br>SHARES<br>BENEFICIALLY  | 5. SOLE VOTING POWER<br>-0- |
| 6. SHARED VOTING POWER<br>24,249,767 |                             |

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|   |   |
|---|---|
| OWNED BY<br>EACH<br>REPORTING<br>PERSON<br>WITH | 7. SOLE DISPOSITIVE POWER<br>-0-          |
|   | 8. SHARED DISPOSITIVE POWER<br>24,249,767 |

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

24,249,767 shares of Common Stock, par value \$.01 per share

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

6.1%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

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1. NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
HPQ Holdings, LLC (formerly CPQ Holdings, Inc.)  
51-0337545

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a)   
(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

State of Delaware

|  |   |
|--|---|
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON<br>WITH | 5. SOLE VOTING POWER<br>-0-               |
|  | 6. SHARED VOTING POWER<br>24,249,767      |
|  | 7. SOLE DISPOSITIVE POWER<br>-0-          |
|  | 8. SHARED DISPOSITIVE POWER<br>24,249,767 |

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

24,249,767 shares of Common Stock, par value \$.01 per share

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10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

6.1%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

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**Item 1(a). Name of Issuer.**

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

**Item 2(c). Citizenship.**

State of Delaware

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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 13d-2(b) or (c), Check Whether the Person Filing is a:**

- (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 Exchange Act.
- (d)  Investment company registered under Section 8 of the Investment Company Act.
- (e)  An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h)  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i)  A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
- (j)  Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

**Item 4. Ownership.**

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (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



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COMPAQ COMPUTER CORPORATION

Date: October 22, 2003

By: /s/ Charles N. Charnas

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