

OCM MEZZANINE FUND LP
Form 4
November 16, 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 *
Murray R Scott

2. Issuer Name and Ticker or Trading Symbol
CMGI INC [CMGI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
108 DOVER ROAD, -
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/12/2004

____ Director 10% Owner
____ Officer (give title below) Other (specify below)

WELLESLEY, MA 02420

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 <u>(1)</u> | 11/12/2004 | | S | 46,418 D | \$ 1.5765 2,463,576 | D | |
| Common Stock <u>(2)</u> | 11/12/2004 | | S | 46,634 D | \$ 1.5765 2,474,982 | D | |
| Common Stock <u>(3)</u> | 11/12/2004 | | S | 46,634 D | \$ 1.5765 2,474,982 | I | By The Murray 2003 Qualified Annuity Trust |
| Common Stock <u>(4)</u> | 11/12/2004 | | S | 35,633 D | \$ 1.5765 1,841,944 | D | |

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| | | | | | | | | |
|---|------------|---|--------|---|--------------|-----------|---|-----------------------------|
| Common Stock ⁽⁵⁾ <u>(6)</u> | 11/12/2004 | S | 35,633 | D | \$ 1.5765 | 1,841,944 | I | by OCM Mezzanine Fund, L.P. |
| Common Stock ⁽⁴⁾ <u>(6)</u> | 11/15/2004 | S | 28,409 | D | \$ 1.5698 | 1,813,535 | D | |
| Common Stock ⁽⁵⁾ <u>(6)</u> | 11/15/2004 | S | 28,409 | D | \$ 1.5698 | 1,813,535 | I | by OCM Mezzanine Fund, L.P. |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

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 Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Murray R Scott 108 DOVER ROAD - WELLESLEY, MA 02420 | | X | | |
| Murray 2003 Qualified Annuity Trust C/O SAMUEL C. SICHKO 585 COMMERCIAL STREET BOSTON, MA 02109 | | X | | |
| SICHKO SAMUEL C C/O PRINCE, LOBEL, GLOVSKY & TYE LLP | | X | | |

585 COMMERCIAL STREET
BOSTON, MA 02109

OCM MEZZANINE FUND LP
1301 AVENUE OF THE AMERICAS 34TH FLOOR X
NEW YORK, NY 10019

OAKTREE CAPITAL MANAGEMENT LLC
333 SOUTH GRAND AVENUE 28TH FLOOR X
LOS ANGELES, CA 90071

Signatures

| | |
|---|------------|
| /s/ Kevin P. Lanouette (pursuant to Power of Attorney granted by R. Scott Murray) | 11/16/2004 |
| __Signature of Reporting Person | Date |
| /s/ Kevin P. Lanouette (pursuant to Power of Attorney granted by The Murray 2003 Qualified Annuity Trust) | 11/16/2004 |
| __Signature of Reporting Person | Date |
| /s/ Kevin P. Lanouette (pursuant to Power of Attorney granted by Samuel C. Sichko) | 11/16/2004 |
| __Signature of Reporting Person | Date |
| /s/ Kevin P. Lanouette (pursuant to Power of Attorney granted by OCM Mezzanine Fund, L.P.) | 11/16/2004 |
| __Signature of Reporting Person | Date |
| /s/ Kevin P. Lanouette (pursuant to Power of Attorney granted by Oaktree Capital Management, LLC) | 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) These securities are owned by R. Scott Murray. The reporting person is a member of a Section 13(d) group that owns more than 10% of the issuer's outstanding common stock.
 - (2) These securities are owned by The Murray 2003 Qualified Annuity Trust. The reporting person is a member of a Section 13(d) group that owns more than 10% of the issuer's outstanding common stock.

These shares are owned by The Murray 2003 Qualified Annuity Trust for the benefit of R. Scott Murray's designees. The Murray 2003 Qualified Annuity Trust is a member of a Section 13(d) group that owns more than 10% of the issuer's outstanding common stock. Mr.
 - (3) Samuel C. Sichko is trustee of the trust and is reporting indirect beneficial ownership of these securities. Mr. Sichko disclaims beneficial ownership of these securities, and the filing of this report is not an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.
 - (4) These securities are owned by OCM Mezzanine Fund, L.P. The reporting person is a member of a Section 13(d) group that owns more than 10% of the issuer's outstanding common stock.

These securities are owned by OCM Mezzanine Fund, L.P. OCM Mezzanine Fund, L.P. is a member of a Section 13(d) group that owns more than 10% of the issuer's outstanding common stock. Oaktree Capital Management, LLC ("Oaktree") is reporting indirect beneficial ownership of these securities. Oaktree is a registered investment adviser under the Investment Advisers Act of 1940, as amended, acting as the general partner of OCM Mezzanine Fund, L.P.
 - (5) Oaktree is a limited liability company managed by an executive committee, the members of which are Howard S. Marks, Bruce A. Karsh, David Kirchheimer, Sheldon M. Stone, D. Richard Masson, Larry W. Keele, Stephen A. Kaplan, Russel S. Bernard, John W. Moon, Kevin L. Clayton, and John B. Frank. Each of such persons may be deemed a beneficial owner of such securities by virtue of such status as members of Oaktree. Except to the extent of their respective pecuniary interests therein, Oaktree and each such person disclaims beneficial ownership of such securities and the filing of this Form shall not be construed as an admission that such person is the beneficial

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owner of any securities covered by this Form.

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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