

CMGI INC
Form 8-K
March 10, 2003

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

**PURSUANT TO SECTION 13 OR 15(D) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported): March 7, 2003

CMGI, INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

000-23262
(Commission File Number)

04-2921333
(IRS Employer
Identification No.)

100 Brickstone Square

Andover, Massachusetts 01810

(Address of Principal Executive Offices) (Zip Code)

(978) 684-3600

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(Registrant's telephone number, including area code)

Not Applicable

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

Item 5. Other Events.

On March 7, 2003, CMGI sold all of its equity ownership interests in Tallan, Inc. (Tallan) to a group (the Buyer) led by the current management of Tallan. Under the terms of the Transaction Agreement, CMGI sold to the Buyer 100% of the issued and outstanding shares of Tallan. In consideration thereof, CMGI received, among other things, (i) approximately \$7.1 million in cash, (ii) a senior secured promissory note due in March 2008 in the principal amount of \$3.0 million made by the Buyer, and (iii) a warrant for the purchase of 9.0% of the issued and outstanding shares of Tallan Common Stock, at an exercise price of \$.01 per share. In addition, Tallan agreed to pay to CMGI an additional \$5.0 million in earnout payments commencing in fiscal 2004. A copy of the press release is filed as an exhibit to this report.

Item 7. Exhibits.

(c) Exhibits.

The exhibits listed in the Exhibit Index immediately preceding such exhibits are filed with this report.

SIGNATURE

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.

By:

/s/ Thomas Oberdorf

Date: March 10, 2003

Thomas Oberdorf

Chief Financial Officer and Treasurer

(Principal Financial and Accounting Officer)

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release, dated March 7, 2003.