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VICINITY CORP
Form SC 13G/A
February 14, 2002

SCHEDULE 13G
(RULE 13d-102)

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

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Under the Securities Exchange Act of 1934
(AMENDMENT NO. 1)*

VICINITY CORPORATION
(Name of Issuer)

COMMON STOCK, \$.001 PAR VALUE
(Title of Class of Securities)

925653 10 7
(CUSIP Number)

December 31, 2001
(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)
[X] Rule 13d-1(d)

* 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 on 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 (the "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 NAMES OF REPORTING PERSONS/I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS
(ENTITIES ONLY)

CMG@Ventures, Inc.

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

Delaware

5 SOLE VOTING POWER
NUMBER OF 0 shares
SHARES

6 SHARED VOTING POWER
BENEFICIALLY 46,364 shares
OWNED BY

7 SOLE DISPOSITIVE POWER
EACH 0 shares
REPORTING PERSON

8 SHARED DISPOSITIVE POWER
WITH 46,364 shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
46,364 shares

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES []
(See Instructions)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
less than 1%

TYPE OF REPORTING PERSON (See Instructions)

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12

CO

CUSIP NO. 925653 10 7

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1 NAMES OF REPORTING PERSONS/I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS
(ENTITIES ONLY)

CMG@Ventures Capital Corp.

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

Delaware

5 SOLE VOTING POWER
NUMBER OF 0 shares
SHARES

6 SHARED VOTING POWER
BENEFICIALLY 4,590,058 shares

OWNED BY

7 SOLE DISPOSITIVE POWER
EACH 0 shares
REPORTING PERSON

8 SHARED DISPOSITIVE POWER
WITH 4,590,058 shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,590,058 shares

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10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
(See Instructions)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
17.1%

12 TYPE OF REPORTING PERSON (See Instructions)
CO

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1 NAMES OF REPORTING PERSONS/I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS
(ENTITIES ONLY)
CMGI, Inc.

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
Delaware

5 SOLE VOTING POWER
NUMBER OF 0 shares
SHARES

6 SHARED VOTING POWER
BENEFICIALLY 4,636,422 shares**
OWNED BY

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CMGI, Inc.
100 Brickstone Square, Andover, MA 01810

Item 2(c). Citizenship:

CMG@Ventures, Inc., CMG@Ventures Capital Corp. and CMGI, Inc. are each organized under the laws of the State of Delaware.

Item 2(d). Title of Class of Securities:

Common Stock, \$.001 par value

Item 2(e). CUSIP Number:

925653 10 7

Item 3. If this statement is filed pursuant to Rule 13d-1(b), or 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.

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- (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:

CMG@Ventures, Inc. owns 46,364 shares.

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CMG@Ventures Capital Corp. owns 4,590,058 shares.

CMGI, Inc. may be attributed with the beneficial ownership of the 46,364 shares owned by CMG@Ventures, Inc. and the 4,590,058 shares owned by CMG@Ventures Capital Corp. CMGI, Inc. is the sole stockholder of CMG@Ventures, Inc. and the sole stockholder of CMG@Ventures Capital Corp. CMGI, Inc. disclaims beneficial ownership of the shares held by it indirectly except to the extent of its proportionate pecuniary interest therein.

(b) Percent of class:

CMG@Ventures, Inc.: less than 1%
CMG@Ventures Capital Corp.: 17.1%
CMGI, Inc.: 17.3%

(c) Number of shares as to which such person has:

(i) Sole power to vote or direct the vote:

0 Shares.

(ii) Shared power to vote or direct the vote:

CMG@Ventures, Inc. has shared voting power over 46,364 shares.

CMG@Ventures Capital Corp. has shared voting power over 4,590,058 shares.

CMGI, Inc. has shared voting power over 4,636,422 shares, consisting of 4,590,058 shares held by CMG@Ventures Capital Corp., and 46,364 shares held by CMG@Ventures, Inc.

(iii) Sole power to dispose or to direct the disposition of:

0 Shares.

(iv) Shared power to dispose or to direct the disposition of:

CMG@Ventures, Inc. has shared dispositive power over 46,364 shares.

CMG@Ventures Capital Corp. has shared dispositive power over 4,590,058 shares.

CMGI, Inc. has shared dispositive power over 4,636,422 shares, consisting of 4,590,058 shares held by CMG@Ventures Capital Corp. and 46,364 shares held by CMG@Ventures, Inc.

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: []

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

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Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Persons.

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. Certifications.

Not applicable.

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.

CMG@Ventures, Inc.

Dated: February 14, 2002

/s/ George A. McMillan

By: George A. McMillan
Title: Treasurer

CMG@Ventures Capital Corp.

Dated: February 14, 2002

/s/ George A. McMillan

By: George A. McMillan
Title: Treasurer

CMGI, INC.

Dated: February 14, 2002

/s/ George A. McMillan

By: George A. McMillan

Title: Chief Financial Officer and
Treasurer

AGREEMENT

Pursuant to Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, the undersigned hereby agree that only one statement containing the information required by Schedule 13G (or any amendment thereof) need be filed on their behalf with respect to the beneficial ownership of any equity securities of

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Vicinity Corporation or any subsequent acquisitions or dispositions of equity securities of Vicinity Corporation by any of the undersigned.

Dated: February 14, 2002

CMG@Ventures, Inc.

/s/ George A. McMillan

By: George A. McMillan
Title: Treasurer

CMG@Ventures Capital Corp.

/s/ George A. McMillan

By: George A. McMillan
Title: Treasurer

CMGI, INC.

/s/ George A. McMillan

By: George A. McMillan

Title: Chief Financial Officer and
Treasurer