

GARTNER INC
Form SC TO-I/A
September 22, 2005

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
Amendment No. 4
To
SCHEDULE TO
TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1) OF
THE SECURITIES EXCHANGE ACT OF 1934.

Gartner, Inc.

(Name of Subject Company (Issuer) and Name of Filing Person (Offeror))

Options to Purchase Common Stock, Par Value \$0.0005 Per Share

(Title of Class of Securities)

Not Applicable

(CUSIP Number of Class of Securities)

Lewis G. Schwartz, Esq.
General Counsel
Gartner, Inc.
P.O. Box 10212
56 Top Gallant Road
Stamford, CT 06902-7700
Tel: (203) 316-1111

(Name, address, and telephone numbers of person authorized to receive notices and communications on behalf of filing persons)

Copies to:

Larry W. Sonsini, Esq.
Robert Sanchez, Esq.
Wilson Sonsini Goodrich & Rosati
Professional Corporation
650 Page Mill Road
Palo Alto, CA 94303
Tel: (650) 493-9300

CALCULATION OF FILING FEE

| | Amount of Filing Fee |
|-----------------------|----------------------|
| Transaction Valuation | (1) |
| \$7,146,711* | \$ 841.17 |

* Calculated solely for the purpose of estimating the filing fee. This amount is based upon the aggregate purchase price of options to purchase shares of Common Stock being solicited in this offer.

(1) Previously paid.

p Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the

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Form or Schedule and the date of its filing.

Amount Previously Paid: Not Applicable.

Form or Registration No.: Not Applicable.

Filing Party: Not Applicable.

Date Filed: Not Applicable.

- Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing fee is a final amendment reporting the results of the tender offer:

This Amendment No. 4 amends and supplements the Tender Offer Statement on Schedule TO (the Schedule TO) filed by Gartner, Inc., a Delaware corporation (Gartner or the Company), with the Securities and Exchange Commission on August 22, 2005, as amended and supplemented by Amendment No. 1 to the Schedule TO filed by Gartner on September 6, 2005, Amendment No. 2 to the Schedule TO filed by Gartner on September 12, 2005 and Amendment No. 3 to the Schedule TO filed by Gartner on September 16, 2005, relating to the offer by the Company to purchase (the Option Repurchase) certain options to purchase shares of the Company s common stock, whether vested or unvested, that have been granted under its 1991 Stock Option Plan, 1994 Long Term Stock Option Plan, 1996 Long Term Stock Option Plan, 1998 Long Term Stock Option Plan or 1999 Stock Option Plan, with exercise prices greater than \$12.95 per share (the Eligible Options) and that are held by eligible employees. An eligible employee refers to all persons who are current or former employees of the Company and who are or were employed Australia, Austria, Belgium, Brazil, Canada, Denmark, France, Germany, Hong Kong, Ireland, Italy, Japan, Netherlands, New Zealand, Norway, Singapore, South Korea, Sweden, Switzerland, Taiwan, United Kingdom, or the United States.

This Amendment No. 4 is made to report the results of the Option Repurchase.

Item 4. Terms of the Transaction.

Item 4 of the Schedule TO is hereby amended to add the following sentences: The tender offer expired at midnight, New York City time on September 20, 2005. We have accepted for cancellation options to purchase 6,383,445 shares of the Company s common stock and will pay an aggregate purchase price of \$5,612,932.

This Amendment No. 4 to the Schedule TO is filed in satisfaction of the reporting requirements of Rule 13e-4(c)(3) promulgated under the Securities Exchange Act of 1934, as amended.

Item 12. Exhibits.

Item 12 of the Schedule TO is hereby amended to add the following exhibit:

| Exhibit Number | Description |
|----------------|---|
| (a)(5)(F) | Press Release, dated September 22, 2005 |

SIGNATURE

After due 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.

GARTNER, INC.

/s/ Christopher Lafond
Christopher Lafond
Executive Vice President and Chief
Financial Officer

Date: September 22, 2005

INDEX TO EXHIBITS

| Exhibit Number | Description |
|----------------|---|
| (a)(1)(A)* | Offer to Purchase, dated August 22, 2005 |
| (a)(1)(B)* | Form of Election Agreement |
| (a)(1)(C)* | Option to Purchase website pages |
| (a)(1)(D)* | Form of Addendum |
| (a)(2)-(4) | Not applicable |
| (a)(5)(A)* | Letter to Eligible Employees, dated August 22, 2005 |
| (a)(5)(B)* | Employee Communications |
| (a)(5)(C)* | Letter to Eligible Employees, dated September 9, 2005 |
| (a)(5)(D)* | Updated Reminder Notice |
| (a)(5)(E)* | Promise of Payment |
| (a)(5)(F) | Press Release, dated September 22, 2005 |
| (b) | Not applicable |
| (d)(1)* | 1991 Stock Option Plan |
| (d)(2)* | 1994 Long Term Stock Option Plan |
| (d)(3)* | 1996 Long Term Stock Option Plan |
| (d)(4)* | 1998 Long Term Stock Option Plan |
| (d)(5)* | 1999 Stock Option Plan |
| (e) | Not applicable |
| (f) | Not applicable |

* Previously filed