

GARTNER INC  
Form 8-K  
February 18, 2011

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 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): February 17, 2011**

**Gartner, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**

**001-14443**

**04-3099750**

(State or other  
jurisdiction of  
incorporation)

(Commission File Number)

(IRS Employer  
Identification No.)

**P.O. Box 10212  
56 Top Gallant Road  
Stamford, CT 06902-7700**

(Address of principal executive offices, including zip code)

**(203) 316-1111**

(Registrant's telephone number, including area code)

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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-

**Item 1.01. Entry into a Material Definitive Agreement.**

On February 17, 2011, Gartner, Inc., a Delaware corporation (the Company), entered into an Underwriting Agreement (the Underwriting Agreement), by and among the Company, ValueAct Capital Master Fund, L.P. (ValueAct Capital) and Credit Suisse Securities (USA) LLC and Goldman, Sachs & Co. (as the Underwriters), related to the sale by ValueAct Capital of an aggregate of 8,000,000 shares of the Company's common stock (plus, at the option of the Underwriters, an additional 1,200,000 shares to cover over-allotments, if any) (the Offering). The Offering is being made pursuant to the Company's Registration Statement on Form S-3ASR (Registration No. 333-172266), which was previously filed with the Securities and Exchange Commission. The Company will not receive any of the proceeds from the sale of the shares of the Company's common stock by ValueAct Capital.

The Underwriting Agreement is filed as Exhibit 10.1 to this Current Report on Form 8-K and incorporated herein by reference. The above description is qualified in its entirety by reference to such exhibit.

**Item 9.01. Financial Statements and Exhibits.**

**(d) Exhibits.**

**Exhibit No. Description**

10.1	Underwriting Agreement, dated February 17, 2011, by and among Gartner, Inc., ValueAct Capital Master Fund, L.P., Credit Suisse Securities (USA) LLC and Goldman, Sachs & Co.
------	--

**SIGNATURES**

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.

**Gartner, Inc.**

By: /s/ Christopher J. Lafond  
Christopher J. Lafond  
Executive Vice President, Chief  
Financial Officer

Date: February 18, 2011

---

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
10.1	Underwriting Agreement, dated February 17, 2011, by and among Gartner, Inc., ValueAct Capital Master Fund, L.P., Credit Suisse Securities (USA) LLC and Goldman, Sachs & Co.