

GARTNER INC
Form 8-K
February 17, 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 14, 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 14, 2011, Gartner, Inc., a Delaware corporation (the Company), entered into a Stock Purchase Agreement (the Purchase Agreement) with ValueAct Capital Master Fund, L.P., a British Virgin Islands limited partnership (VAC), pursuant to which the Company agreed to purchase an aggregate of 500,000 shares of common stock from VAC at the initial price to the public to be received in a proposed underwritten secondary offering of the Company s common stock by VAC, less the applicable underwriting discount. This purchase is conditioned on the sale of shares by VAC in the offering and will occur following the closing of the offering.

The Purchase 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 Stock Purchase Agreement, dated February 14, 2011, by and between Gartner, Inc. and ValueAct Capital Master Fund, L.P.

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 17, 2011

EXHIBIT INDEX

Exhibit No.	Description
10.1	Stock Purchase Agreement, dated February 14, 2011, by and between Gartner, Inc. and ValueAct Capital Master Fund, L.P.