

GARTNER INC
Form DEF 14A
April 21, 2009
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

(Rule 14a-101)

Proxy Statement Pursuant to Section 14(a) of the Securities

Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, For Use of the Commission only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to Rule 14a-12

GARTNER, INC.

(Name of Registrant as Specified in Its Charter)

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- (1) Amount Previously Paid:
- (2) Form, Schedule or Registration Statement No.:
- (3) Filing Party:
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April 22, 2009

Dear Stockholder:

On behalf of the Board of Directors and Management of Gartner, Inc., I invite you to attend our 2009 Annual Meeting of Stockholders to be held on Thursday, June 4, 2009, at 10 a.m. local time, at our corporate headquarters at 56 Top Gallant Road, Stamford, Connecticut.

Details of the business to be conducted at the meeting are given in the Notice of Annual Meeting of Stockholders and Proxy Statement which follow this letter.

We have mailed to our stockholders a Notice of Internet Availability of Proxy Materials containing instructions on how to access our 2008 Annual Report to Stockholders and our Proxy Statement online, how to request a paper copy of these materials and how to vote. In addition, by following the additional instructions in the Proxy Statement, stockholders may request proxy materials electronically by email or in printed form by mail on an ongoing basis.

Whether or not you plan to attend the Annual Meeting, we urge you to vote your shares, regardless of the number of shares you hold, by utilizing the voting options available to you as described in the Proxy Statement.

If you have any questions about the meeting, please contact our Investor Relations Department at (203) 316-6537.

We look forward to seeing you at the meeting.

Sincerely,

Eugene A. Hall

Chief Executive Officer

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NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

Date: Thursday, June 4, 2009

Time: 10:00 a.m. local time

Location: 56 Top Gallant Road
Stamford, Connecticut 06902

Matters To Be Voted On: (1) Election of twelve members of our Board of Directors;
(2) Approval of the Amendment and Restatement of our 2003 Long-Term Incentive Plan; and
(3) Ratification of the selection of KPMG LLP as our independent auditors for the fiscal year ending December 31, 2009.

Record Date: April 8, 2009 You are eligible to vote if you were a stockholder of record on this date.

Voting Methods: By Internet go to **www.proxyvote.com** and follow instructions
By Telephone call **1-800-690-6903**, 24 hours a day, and follow instructions

By Mail if you received your proxy materials by mail, complete and sign your proxy card and return in enclosed envelope or mail to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, N.Y. 11717

In Person attend the Annual Meeting and vote in person

Importance Of Vote: Submit a proxy as soon as possible to ensure that your shares are represented. If your shares are held in street name, we urge you to instruct your broker how to vote your shares. Voting promptly will insure that we have a quorum at the meeting and will save us additional proxy solicitation expenses.

By Order of the Board of Directors,

Lewis G. Schwartz

Corporate Secretary

Stamford, Connecticut

April 22, 2009

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56 Top Gallant Road

Stamford, Connecticut 06902

PROXY STATEMENT

For the Annual Meeting of Stockholders

to be held on June 4, 2009

GENERAL INFORMATION

THE ANNUAL MEETING AND PROPOSALS

The 2009 Annual Meeting of Stockholders of Gartner, Inc. will be held on June 4, 2009, for the purposes set forth in the accompanying Notice of Annual Meeting of Stockholders and described in greater detail below. This Proxy Statement and form of proxy, together with our 2008 Annual Report to Stockholders, are being furnished in connection with the solicitation by the Board of Directors of proxies to be used at the meeting and any adjournment of the meeting, and are first being made available to our stockholders on or around April 22, 2009. We will refer to your company in this proxy statement as we, us, the Company or Gartner.

The specific proposals to be considered and acted upon at the Annual Meeting, which are described in more detail in this Proxy Statement, are: Proposal One: the election of twelve nominees to our Board of Directors; Proposal Two: the approval of the amendment and restatement of our 2003 Long-Term Incentive Plan; and Proposal Three: the ratification of the selection of KPMG LLP as our independent auditors for 2009.

INFORMATION CONCERNING PROXY MATERIALS AND THE VOTING OF PROXIES

Why Did You Receive a One-page Notice Regarding Internet Availability of Proxy Materials?

Securities and Exchange Commission (SEC) rules allow companies to furnish proxy materials to their stockholders via the Internet. This e-proxy process expedites stockholders receipt of proxy materials, while significantly lowering the costs and reducing the environmental impact of our annual meeting. By providing proxy materials in this manner, last year we reduced paper usage in connection with our annual meeting by more than 80% over the previous year. Accordingly, on April 22, 2009, we mailed to our stockholders a Notice of Internet Availability of Proxy Materials (the Notice). If you received a Notice, you will not receive a printed copy of the proxy materials unless you request one. The Notice provides instructions on how to access our proxy materials for the 2009 Annual Meeting on a website, how to request a printed set of proxy materials and how to vote your shares. We expect to shortly mail paper copies of our proxy materials to certain shareholders who have already elected to receive printed materials.

How Can You Get Electronic Access to Proxy Materials?

The Notice provides instructions regarding how to view our proxy materials for the 2009 Annual Meeting online. As explained in greater detail in the Notice, to view the proxy materials and vote, you will need to visit: www.proxyvote.com and have available your 12-digit Control number(s) located on your Notice.

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How Can You Request Paper Copies of Proxy Materials?

If you received a Notice by mail, you will not receive a printed copy of the proxy materials in the mail. If you want to receive paper copies of the proxy materials, you must request them. There is no charge for requesting a copy. To facilitate timely delivery, please make your request on or before May 21, 2009. To request paper copies, stockholders can either go to **www.proxyvote.com**, call **1-800-579-1639** or send an email to **sendmaterial@proxyvote.com**. Please note that if you request materials by email, send a blank email with your 12-digit Control number(s) (located on your Notice) in the subject line.

How Can You Sign Up to Receive Future Proxy Materials Electronically?

You have the option to receive all future proxy statements, proxy cards and annual reports electronically via email or the Internet. If you elect this option, the Company will only mail materials to you in the future if you request that we do so. To sign up for electronic delivery, please follow the instructions below under [How You Can Vote](#) to vote using the Internet and vote your shares. After submitting your vote, follow the prompts to sign up for electronic delivery.

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Who Can Vote at the Annual Meeting?

Only stockholders of record at the close of business on April 8, 2009 (the Record Date) may vote at the Annual Meeting. As of April 8, 2009, there were 94,334,384 shares of our common stock, par value \$.005 per share (Common Stock) outstanding and eligible to be voted. Treasury shares are not voted.

How Can You Vote?

You may vote using one of the following methods:

Internet. You may vote on the Internet up until 11:59 PM Eastern Time on June 3, 2009 by going to the website for Internet voting on the Notice or your proxy card (www.proxyvote.com) and following the instructions on your screen. Have your Notice or proxy card available when you access the web page. If you vote by the Internet, you should not return your proxy card.

Telephone. You may vote by telephone by calling the toll-free telephone number on your proxy card (**1-800-690-6903**), 24 hours a day and up until 11:59 PM Eastern Time on June 3, 2009, and following prerecorded instructions. Have your proxy card available when you call. If you vote by telephone, you should not return your proxy card.

Mail. If you received your proxy materials by mail, you may vote by mail by marking the enclosed proxy card, dating and signing it, and returning it in the postage-paid envelope provided or to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, N.Y. 11717.

In Person. You may vote your shares in person by attending the Annual Meeting and submitting your proxy at the meeting. All shares that have been voted properly by an unrevoked proxy will be voted at the Annual Meeting in accordance with your instructions. If you sign and submit your proxy card, but do not give voting instructions, the shares represented by that proxy will be voted as our Board recommends.

If Your Shares Are Held in Street Name, How Will Your Broker Vote?

If your brokerage firm, bank, broker or other similar organization is the holder of record of your shares (i.e., your shares are held in street name), you will receive voting instructions from the holder of record. You must follow these instructions in order for your shares to be voted. **We urge you to instruct your broker or other nominee how to vote your shares by following those instructions.** The broker is required to vote those shares in accordance with your instructions. If you do not give instructions to the broker, the broker may vote your shares with respect to the election of directors (Proposal 1) and the ratification of the appointment of the Company's independent public accounting firm (Proposal 3), but not with respect to the approval of the amendment and restatement of the 2003 Long-Term Incentive Plan (Proposal 2).

How to Revoke Your Proxy or Change Your Vote

A later vote by any means will cancel an earlier vote. You can revoke your proxy or change your vote before your proxy is voted at the Annual Meeting by:

giving written notice of revocation to: Corporate Secretary, Gartner, Inc., 56 Top Gallant Road, P.O. Box 10212, Stamford, Connecticut 06904-2212; or

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submitting another timely proxy by the Internet, telephone or mail; or

attending the Annual Meeting and voting in person. If your shares are held in the name of a bank, broker or other holder of record, to vote at the Annual Meeting you must obtain a proxy executed in your favor from the holder of record and bring it to the Annual Meeting in order to vote. Attendance at the Annual Meeting will not, by itself, revoke your prior proxy.

[How Many Votes You Have](#)

Each stockholder has one vote for each share of our Common Stock that he or she owned on the Record Date for all matters being voted on.

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Quorum

A quorum is constituted by the presence, in person or by proxy, of holders of our Common Stock representing a majority of the number of shares of Common Stock entitled to vote. Abstentions and broker non-votes will be considered present to determine the presence of a quorum.

Votes Required

Election of Directors. The twelve nominees for director receiving the highest vote totals will be elected. Abstentions and broker non-votes will have no effect on the election of directors. (See Proposal One: Election of Directors on page).

Approval of Amendment and Restatement of the 2003 Long-Term Incentive Plan and Ratification of Selection of Independent Auditors. To pass, these proposals will require the affirmative vote of the holders of a majority of the total number of shares of our Common Stock present in person or represented by proxy and entitled to vote at the Annual Meeting. Abstentions will have the effect of a negative vote with respect to these proposals and broker non-votes will have the effect of votes not cast with respect to these proposals. (See Proposal Two: Approval of Amendment and Restatement of Gartner, Inc. 2003 Long-Term Incentive Plan on page 8 and Proposal Three: Ratification of Selection of Independent Auditors on page 16).

If any other matters are brought properly before the Annual Meeting, the persons named as proxies in the enclosed proxy card will have the discretion to vote on those matters for you. As of the date of this Proxy Statement, we were unaware of any other matter to be raised at the Annual Meeting.

What Are the Recommendations of the Board?

The Board of Directors recommends that you vote **FOR** the election of the twelve nominees to our Board of Directors, **FOR** the approval of the amendment and restatement of our 2003 Long-Term Incentive Plan and **FOR** the ratification of the selection of KPMG LLP as our independent auditor for fiscal 2009.

Who Can Answer Your Questions?

If you have questions about this Proxy Statement or the Annual Meeting, please call our Investor Relations Department at (203) 316-6537.

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Our Board currently has twelve directors who serve for annual terms. All of the nominees listed below are incumbent directors and have agreed to serve another term. If any nominee is unable or declines unexpectedly to stand for election as a director at the Annual Meeting, proxies will be voted for a nominee designated by the present Board to fill the vacancy. Each person elected as a director will continue to be a director until the 2010 Annual Meeting or until a successor has been elected.

Michael J. Bingle
Richard J. Bressler
Karen E. Dykstra
Russell P. Fradin
Anne Sutherland Fuchs
William O. Grabe

Eugene A. Hall
Max D. Hopper
John R. Joyce
Stephen G. Pagliuca
James C. Smith
Jeffrey W. Ubben

None of our directors or executive officers is related to another director or executive officer by blood, marriage or adoption. Our CEO, Eugene A. Hall, has an employment agreement with the Company that obligates the Company to include him on the slate of nominees to be elected to our Board during the term of the agreement. See Executive Compensation Employment Agreements with Executive Officers. Messrs. Bingle and Joyce serve as directors pursuant to an agreement with Silver Lake Partners, L.P. and its affiliates (Silver Lake), which owns 12.8% of our Common Stock. There are no other arrangements between any director or nominee and any other person pursuant to which the director or nominee was selected.

INFORMATION ABOUT DIRECTOR NOMINEES

Michael J. Bingle, 37, has been a director since October 2004. Mr. Bingle is a Managing Director of Silver Lake, a private equity firm that he joined in January 2000. From 1996 to 2000, Mr. Bingle was a principal with Apollo Management, L.P., a private investment partnership. From 1994 to 1996, Mr. Bingle was an investment banker at Goldman, Sachs & Co., an investment banking firm.

Richard J. Bressler, 51, has been a director since February 2006. Mr. Bressler is a Managing Director of Thomas H. Lee Partners, L.P., a private equity firm that he joined in January 2006. From May 2001 through 2005, Mr. Bressler was Senior Executive Vice President and Chief Financial Officer of Viacom Inc. Prior to joining Viacom, Mr. Bressler was Executive Vice President of AOL Time Warner Inc. and Chief Executive Officer of AOL Time Warner Investments. Prior to that, Mr. Bressler served in various capacities with Time Warner Inc., including as Chairman and Chief Executive of Time Warner Digital Media. He also served as Executive Vice President and Chief Financial Officer of Time Warner Inc. from March 1995 to June 1999. Before joining Time Inc. in 1988, Mr. Bressler was a partner with the accounting firm of Ernst & Young. Mr. Bressler is a director of Warner Music Group Corp., The Nielson Company B.V., CC Media Holdings, Inc. and American Media Operations, Inc. He is also a member of the JP Morgan Chase National Advisory Board.

Karen E. Dykstra, 50, has been a director since July 2007. Ms. Dykstra has been a partner of Plainfield Asset Management LLC, a business development company located in Greenwich, Connecticut, since January 2007, and Chief Operating Officer, Chief Financial Officer and director of Plainfield Direct Inc., a registered investment company also located in Greenwich, Connecticut (a direct lending and investment business of Plainfield Asset Management LLC) since May 2006. Prior thereto, she spent several years with Automatic Data Processing, Inc., located in Roseland, New Jersey, most recently as Chief Financial Officer from January 2003 to May 2006, Vice President Finance from July 2001 to January 2003 and Corporate Controller from October 1998 to July 2001. Ms. Dykstra is also a director of Crane Co. and various private companies.

Russell P. Fradin, 53, has been a director since June 2007. Since September 2006, he has been chairman, chief executive officer and a director of Hewitt Associates, Inc., a provider of HR business process outsourcing and related consulting services. From February 2004 until joining Hewitt, he was president and chief executive officer of Bisys Group, Inc., a provider of outsourcing solutions to investment firms, insurance companies and banks. From 1996 until 2003, Mr. Fradin held various senior positions at Automatic Data Processing, Inc., most recently as president of its Global Employer Services Group. Prior thereto, he spent 18 years at McKinsey & Company, serving most recently as Director.

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Anne Sutherland Fuchs, 62, has been a director since July 1999. On January 1, 2003, Ms. Fuchs became a consultant to private equity firms. Prior thereto, Ms. Fuchs was employed by LVMH Moët Hennessy Louis Vuitton, a global luxury products conglomerate, where she served as Executive Vice President of LVMH from March to December 2002 and as the global chief executive at Phillips de Pury & Luxembourg, LVMH's auction house subsidiary, from July 2001 to February 2002. From 1994 to 2001, Ms. Fuchs worked for Hearst Magazines, where she was most recently the Senior Vice President and Group Publishing Director. Ms. Fuchs is a director of Pitney Bowes Inc. and Chair of the Commission on Women's Issues for New York City.

William O. Grabe, 71, has been a director since April 1993. Mr. Grabe is a Managing Director of General Atlantic LLC, a global private equity firm. Prior to joining General Atlantic in 1992, Mr. Grabe was a Vice President and Corporate Officer of IBM Corporation. Mr. Grabe is presently a director of Infotech Enterprises Limited, Lenovo Group Limited and Patni Computer Systems Ltd. and various private companies, all of which are portfolio companies of General Atlantic, and Compuware Corporation.

Eugene A. Hall, 52, has been our Chief Executive Officer and a director since August 2004. Prior to joining Gartner, Mr. Hall was a senior executive at Automatic Data Processing, Inc., a Fortune 500 global technology and service company, serving most recently as President, Employers Services Major Accounts Division, a provider of human resources and payroll services. Prior to joining ADP in 1998, Mr. Hall spent 16 years at McKinsey & Company, most recently as Director.

Max D. Hopper, 74, has been a director since January 1994. He is President of Max D. Hopper Associates, Inc., a consulting firm he founded in 1995 which specializes in creating benefits from the strategic use of advanced information systems. He is the retired chairman of the SABRE Technology Group and served as Senior Vice President for American Airlines, both units of AMR Corporation. Mr. Hopper is a director of Perficient, Inc.

John R. Joyce, 55, has been a director since July 2005. Mr. Joyce is a Managing Director of Silver Lake, a private equity firm that he joined in July 2005. Prior to joining Silver Lake, Mr. Joyce spent 30 years with IBM, serving most recently as Senior Vice President and Group Executive of the IBM Global Services (IGS) division, the world's largest information technology services and consulting provider. From 1999 to 2004, Mr. Joyce was Chief Financial Officer of IBM. Prior to that, Mr. Joyce served in a variety of roles, including President, IBM Asia Pacific and vice president and controller for IBM's global operations. Mr. Joyce is a director of Hewlett-Packard Company and various private companies.

Stephen G. Pagliuca, 54, has been a director since July 1990. Mr. Pagliuca is a Managing Director of Bain Capital Partners, LLC and is also a Managing Partner and an owner of the Boston Celtics basketball franchise. Mr. Pagliuca joined Bain & Company in 1982, and founded the Information Partners private equity fund for Bain Capital in 1989. Prior to joining Bain, Mr. Pagliuca worked as a senior accountant and international tax specialist for Peat Marwick Mitchell & Company in the Netherlands. Mr. Pagliuca is a director of Burger King Holdings, Inc., Hospital Corporation of America, Warner Chilcott Corporation and various private companies.

James C. Smith, 68, has been a director since October 2002 and Chairman of the Board since August 2004. Until its sale in 2004, Mr. Smith was Chairman of the Board of First Health Group Corp., a national health benefits company. Prior to that, Mr. Smith was the Chief Executive Officer of First Health from January 1984 through January 2002 and President of First Health from January 1984 to January 2001. Mr. Smith is a director of various private companies.

Jeffrey W. Ubben, 47, has been a director since June 2004. Mr. Ubben is a founder, the Chief Executive Officer and Chief Investment Officer of ValueAct Capital, an investment partnership, which owns 22.1% of our Common Stock. Prior to founding ValueAct Capital in 2000, Mr. Ubben was a Managing Partner at Blum Capital Partners (Blum), an investment firm, for more than five years. Prior to his tenure at Blum, he spent eight years at Fidelity Management and Research, serving both as a research analyst and fund manager. Mr. Ubben is a director of Sara Lee Corporation and Misys PLC.

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Directors who are also employees, and directors who we are obligated to appoint to the Board because of a contractual relationship between that entity and us (i.e., Silver Lake), receive no fees for their services as directors. All other directors receive the following compensation for their services:

Annual Fee:	\$50,000 per director and an additional \$60,000 for our non-executive chairman of the board, payable in arrears in four equal quarterly installments, on the first business day of each quarter. These amounts are paid in common stock equivalents (CSEs) granted under the Company's 2003 Long-Term Incentive Plan (2003 Plan), except that a director may elect to receive up to 50% in cash. The CSEs convert into Common Stock on the date the director's continuous status as a director terminates, unless the director elected accelerated release as provided in the 2003 Plan. The number of CSEs awarded is determined by dividing the aggregate director fees owed for a quarter on the first business day following the close of the quarter by the closing price of the Common Stock on that date.
Annual Committee Chair Fee:	\$5,000 for the chair of each of our Compensation and Governance Committees. \$10,000 for the chair of our Audit Committee. Amounts are payable in the same manner as the Annual Fee.
Annual Committee Member Fee:	\$5,000 for each of our Compensation and Governance Committee members and \$10,000 for each Audit Committee member. Committee chairs receive both a committee chair fee and a committee member fee. Amounts are payable in the same manner as the Annual Fee.
Annual Equity Grant:	\$70,000 of restricted stock units, awarded annually on the date of the Annual Meeting of Stockholders. The restrictions lapse one year after grant.
Attendance Fee for Board Meetings:	None; however, we do reimburse directors for their expenses to attend meetings.

DIRECTOR COMPENSATION TABLE

This table sets forth compensation (in dollars) earned or paid in cash, and the value of equity awards made, to our non-management directors on account of services rendered as a director in 2008. Pursuant to our agreement with Silver Lake, Messrs. Bingle and Joyce do not receive any compensation for serving as directors.

Name	Fees Earned		Total (3)
	Or Paid in Cash (1)	Stock Awards (2)	
Richard J. Bressler	70,000	70,000	140,000
Karen E. Dykstra	60,000	70,000	130,000
Russell P. Fradin	55,000	70,000	125,000
Anne Sutherland Fuchs	65,000	70,000	135,000
William O. Grabe	60,000	70,000	130,000
Max D. Hopper	60,000	70,000	130,000
Steven G. Pagliuca	50,000	70,000	120,000
James C. Smith	120,000	70,000	190,000
Jeffrey W. Ubben (4)	125,000		125,000

(1) Includes amounts earned in 2008 and paid in cash and/or common stock equivalents (CSEs) on account of (i) a \$50,000 annual director fee; (ii) an additional \$60,000 fee for the chairman of the board (James C. Smith), (iii) a \$5,000 annual fee for each committee membership (\$10,000 for audit); and (iv) an additional \$5,000 fee for service as a committee chairman (\$10,000 for audit).

(2) Represents the dollar amount recognized for 2008 financial statement reporting purposes under SFAS 123(R) for an annual equity award consisting of 2,998 restricted stock units (RSUs) that vest one year from the award date, which was June 5, 2008, the date of the 2008 Annual Meeting of Stockholders. The number of RSUs awarded was calculated by dividing \$70,000 by the

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closing price of our Common Stock on the award date. These amounts reflect the Company's aggregate accounting expense for 2008, and do not correspond to the actual value that will be recognized by the directors.

- (3) CSE balances at January 2, 2009 (the date of the last payment on account of 2008 directors' fees) representing accrued directors' fees paid in CSEs were: Mr. Bressler: 3,388; Ms. Dykstra: 659; Mr. Fradin: 1,506; Ms. Fuchs: 24,569; Mr. Grabe: 36,337; Mr. Hopper: 25,208; Mr. Pagliuca: 36,780; and Mr. Ubben: 13,008. The following non-management directors had outstanding option awards at December 31, 2008: Ms. Fuchs: 21,000;

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Mr. Grabe: 21,000; Mr. Hopper: 21,000; Mr. Pagliuca: 21,000; and Mr. Ubben: 22,000. All options are exercisable. Additional detailed information about beneficial ownership of our Common Stock by our directors (including our CEO, Eugene A. Hall, who is also a director) is contained under Security Ownership of Certain Beneficial Owners and Management below.

(4) Mr. Ubben receives the value of the annual director equity award in cash because he is restricted from receiving additional shares of Common Stock under our Rights Agreement due to his affiliation with ValueAct Capital.

RECOMMENDATION OF OUR BOARD

Our Board unanimously recommends that you vote FOR management's twelve nominees for election to the Board of Directors.

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PROPOSAL TWO: AMENDMENT AND RESTATEMENT OF GARTNER, INC. 2003

LONG-TERM INCENTIVE PLAN

Our Board originally adopted, and the stockholders approved, the adoption of the Gartner, Inc. 2003 Long-Term Incentive Plan (the 2003 Plan) in 2003. In 2005, our Board adopted, and the stockholders approved, the amendment and restatement of the 2003 Plan. During 2008, the Board approved two technical amendments to the 2003 Plan to comply with Section 409A of the Internal Revenue Code of 1986, as amended (the Code). On April 1, 2009, our Board adopted, and we are asking for stockholder approval, of a further amendment and restatement of the 2003 Plan. The 2003 Plan, as amended, is intended to continue to assist us in achieving our goals of increasing profitability and stockholder value by providing our employees, directors and consultants an opportunity to own shares of our Common Stock.

PURPOSE OF THE PLAN AND AMENDMENT

The purpose of the 2003 Plan is to enable us to provide incentives to eligible employees and directors, as well as certain consultants, whose present and potential contributions are important to our continued success, to afford these individuals the opportunity to acquire a proprietary interest in Gartner and to enable Gartner to enlist and retain qualified personnel.

As noted in our Compensation Discussion and Analysis on page 24, executive compensation is heavily weighted towards the long-term incentive compensation element, as compared to the cash elements, in order to drive corporate performance. Similarly, these awards are utilized to motivate and retain employees who are able to significantly contribute to our performance.

At the present time, there are approximately 3,183,910 remaining shares authorized for issuance under the 2003 Plan in the form of equity awards. Assuming annual grants that approximate the value of prior years awards and current market prices, we estimate that these shares may be sufficient for only one full year s additional annual equity award.

The principal purpose of the amendment and restatement is to increase the number of shares available for grant under the 2003 Plan and to incorporate the 2008 technical amendments into the plan document. If the amendment and restatement of the 2003 Plan is approved by the stockholders, a total of 4,000,000 additional shares of our Common Stock will be authorized for issuance to employees, officers and directors as equity awards under the 2003 Plan for future awards, for an aggregate of approximately 7,183,910 available shares.

At the present time, eight outside directors, thirteen officers and approximately 750 non-executive employees participate in the 2003 Plan.

In making new awards to eligible participants, we intend to continue to consider the dilutive effect that the issuance of awards under our equity compensation program will have on our stockholders.

The following is a brief summary of the material features of the 2003 Plan. The full text of the Amended and Restated 2003 Long-Term Incentive Plan is attached as Appendix A. You should read Appendix A in its entirety.

ADMINISTRATION AND OPERATION

A committee of independent directors designated by our Board (the Committee) administers the 2003 Plan, currently the Compensation Committee of our Board. In the case of awards intended to qualify as performance-based compensation within the meaning of Code Section 162(m) or granted to an officer subject to Section 16 of the Securities Exchange Act of 1934, as amended (the Exchange Act), the Committee must consist of two or more outside directors within the meaning of Section 162(m) of the Code (to enable us to receive a federal tax deduction for certain compensation paid under the 2003 Plan) and non-employee directors for purposes of Rule 16b-3 of the Exchange Act (dealing with short-swing profit rules). Under the 2003 Plan, the Committee has the discretion to delegate its authority under the 2003 Plan to one or more directors or officers, except with respect to grants to officers subject to Section 16 of the Exchange Act and awards intended to qualify as performance-based compensation within the meaning of Code Section 162(m). At the present time, the Committee has made a delegation to the Chief Executive Officer to allow him to make awards under the 2003 Plan not to exceed \$100,000 in value or \$1,000,000 in aggregate value in any calendar year to eligible persons other than executive officers. This delegation is designed to assist the Chief Executive Officer with the hiring, retention and promotion of key employees.

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Subject to certain restrictions, the Committee has the authority to interpret the 2003 Plan and oversees all decisions regarding its administration, including the selection of award recipients, the determination of the types of awards they receive, the establishment of the terms, conditions and other provisions of such awards and any modification or amendment of such awards. This includes the authority to determine the exercise price (which must be at least equal to the fair market value of our Common Stock on the date of grant), the number of shares subject to each award (subject to limits under the 2003 Plan), as well as applicable vesting criteria, performance objectives, the terms of exercise, the form of consideration payable upon exercise, and to make all other determinations necessary or advisable for administering the 2003 Plan. Without the approval of our stockholders, the exercise price of options may not be reduced after the date of grant, nor may options be exchanged for new options with a lower exercise price.

GENERAL TERMS AND ELIGIBILITY

The 2003 Plan provides for the grant of incentive stock options, within the meaning of Code Section 422, to our employees and nonstatutory stock options, stock appreciation rights, restricted stock, restricted stock units, long-term performance awards and common stock equivalent awards (each, an award) to our employees, directors, and consultants. All of our employees and consultants (and the employees or consultants of any Gartner subsidiary corporation) and our outside directors are eligible to receive awards under the 2003 Plan. All awards to executive officers and directors, and the aggregate award value to all non-executive employees and consultants, is approved by the Compensation Committee (except for those awards to non-executive employees that are approved by our Chief Executive Officer under a delegation of authority from the Committee).

SHARES AVAILABLE FOR ISSUANCE

Stockholder approval of this proposal will result in an increase in the number of shares available under the 2003 Plan by an additional 4,000,000 shares of Common Stock. Assuming stockholder approval of this proposal, a total of 24,980,000 shares of our Common Stock will have been reserved for issuance under the 2003 Plan since its initial adoption in 2003. On April 1, 2009, a total of 3,183,910 shares of our Common Stock remained available for future issuance under the 2003 Plan.

If any shares of stock that are subject to an award under the 2003 Plan are not issued or cease to be issuable for any reason (including, for example, because the award is settled in cash, terminated, forfeited or cancelled, or the shares subject to the award or other shares owned by the participant are used to satisfy the exercise price or tax withholding obligations related to the award), those shares will become available for additional awards.

The number of shares available for issuance under the 2003 Plan, the number of shares covered by an outstanding award, the number of shares and other awards provided to outside directors, the award limits under the 2003 Plan and the price per share covered by each outstanding award are subject to proportionate adjustment in the event of a stock split, reverse stock split, stock dividend, spin-off or split-up, or combination or reclassification of the Common Stock or similar action.

TYPES AND GENERAL TERMS OF AWARDS

Awards under the 2003 Plan may take the form of incentive or nonstatutory stock options, stock appreciation rights, restricted stock, restricted stock units, long-term performance awards or common stock equivalents. Subject to certain restrictions set forth in the 2003 Plan, the Committee will set the terms, conditions and other provisions of each award, including the size of the award, the exercise or base price, the vesting and exercisability schedule and termination, cancellation and forfeiture provisions.

All awards are subject to the following specific restrictions:

Code Section 162(m) places limits on the deductibility for federal income tax purposes of compensation paid to certain of our executive officers. In order to preserve our ability to deduct the compensation income associated with certain awards granted to such persons, the 2003 Plan provides that no participant may receive options or stock appreciation rights, excluding shares subject to tandem stock appreciation rights, covering in the aggregate more than 2,000,000 shares of our Common Stock during any fiscal year, and no participant may receive restricted stock units, restricted stock awards or, to the extent payable in or measured by the value of shares, long-term performance awards covering in the aggregate more than 1,000,000 shares of our Common Stock during any fiscal year (together, referred to as the Per Person Limits).

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No participant may receive long-term performance awards payable in cash and not measured by the value of shares of our Common Stock during any fiscal year covering an amount in excess of \$2,500,000.

Except for adjustments made to address stock splits and similar transactions, the exercise price for outstanding options granted under the 2003 Plan may not be reduced after the date of grant and any outstanding option granted under the 2003 Plan may not be surrendered to us as consideration for the grant of a new option with a lower exercise price without approval of our stockholders.

Unless otherwise determined by the Committee, an award may not be sold, pledged, assigned, transferred or disposed of in any manner other than by will or by the laws of descent or distribution, and during the lifetime of a participant, may be exercised or purchased only by the participant. The Committee may permit the transfer of an award to members of a participant's immediate family.

The Committee determines the permissible methods of exercise or purchase of an award, which may include cash or check, certain other shares of our stock owned by the participant having a fair market value equal to the price payable by the participant for the award, net exercise and any other legal consideration that the Committee deems appropriate or any combination of the foregoing. However, we may not make loans to participants for the purposes of paying the exercise, purchase price or taxes related to any award.

The Committee may designate any award as performance-based compensation for purposes of Code Section 162(m). Under 162(m), we generally may not deduct for federal income tax purposes compensation paid to the Chief Executive Officer or the three other highest paid employees to the extent that any of these persons receive more than \$1 million in compensation in any single year. However, if the compensation qualifies as performance-based for Section 162(m) purposes, we may deduct for federal income tax purposes the compensation paid even if such compensation exceeds \$1 million in a single year. For certain awards granted under the 2003 Plan to qualify as performance-based compensation under Section 162(m), among other things, the stockholders must approve the material terms of the 2003 Plan, including the performance goals that may be permitted to apply to certain awards granted under the 2003 Plan, and the per person annual award limits of the 2003 Plan. Certain awards intended to qualify as performance-based compensation, such as restricted stock, restricted stock units and long-term performance awards, must be conditioned on the achievement of one or more of the following Performance Objectives: specified levels of, or increases in, our (or any parent, subsidiary or business unit's) return on equity, earnings per share, total earnings, earnings growth, return on capital, return on assets, economic value added, earnings before interest and taxes, earnings before interest, taxes and amortization, core research contract value, total sales bookings, sales growth, gross margin, return on investment, increase in the fair market value of our Common Stock, share price (including, but not limited to, growth measures and total stockholder return), net operating profit, cash flow (including, but not limited to, operating cash flow and free cash flow), cash flow return on investment (which equals net cash flow divided by total capital), internal rate of return, net present value and expense targets.

Any Performance Objectives used may be measured, as applicable, in absolute terms or in relative terms (including against another company or companies), on a per-share basis, against our performance as a whole or of any parent, subsidiary or business unit of ours, and on a pre-tax or after-tax basis. The 2003 Plan allows the Committee to adjust any of the Performance Objectives applicable to a qualifying award to reflect extraordinary expenses or changes in accounting rules; other adjustments may result in loss of deduction under 162(m). In addition, for those awards not intended to qualify as performance-based compensation for purposes of Section 162(m), the Committee may modify the Performance Objectives used to reflect a change in our business, operations, corporate structure or capital structure or of a parent, subsidiary or business unit of ours, or in other circumstances rendering the Performance Objectives unsuitable.

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Stock Options

A stock option is the right to purchase shares of our Common Stock at a fixed exercise price for a fixed period of time. Options granted under the 2003 Plan may be incentive stock options, within the meaning of Code Section 422, granted to our employees, or may be nonstatutory stock options. Each option is evidenced by an award agreement between us and the optionee, and is subject to the following terms and conditions:

The Committee determines the number of shares granted to a participant pursuant to a stock option, subject to the Per Person Limits described above.

The Committee will determine the exercise price of options granted under the 2003 Plan, but no options will have an exercise price less than the fair market value of our Common Stock on the date of grant. The exercise price of an incentive stock option granted to a 10% stockholder may not be less than 110% of the fair market value on the date such option is granted.

The terms of options are determined by the Committee, provided that no option will be exercisable more than ten years after the date of grant. However, with respect to any participant who owns 10% of the voting power of all classes of our outstanding capital stock, the term of an incentive stock option must not exceed five years.

After termination of one of our employees, directors or consultants, he or she may exercise his or her option for the period of time determined by the Committee and stated in the award agreement.

Stock Appreciation Rights

A stock appreciation right is the right to receive the appreciation in the fair market value of our Common Stock between the exercise date and the date of grant, for that number of shares of our Common Stock with respect to which the stock appreciation right is exercised. Each award of stock appreciation rights is evidenced by an award agreement specifying the terms and conditions of the award. The Committee determines the exercise price of stock appreciation rights, except that no stock appreciation right may have an exercise price less than the fair market value of the shares on the date of grant. The Committee also determines the vesting schedule, term and other terms and conditions of stock appreciation rights. The Committee also will determine the number of shares granted to a participant pursuant to a stock appreciation right, subject to the Per Person Limits as discussed above. After termination of service with us, a participant will be able to exercise the vested portion of his or her stock appreciation right for the period of time stated in the award agreement. In no event will a stock appreciation right be exercised later than the expiration of its term. While the Committee may, in its sole discretion, pay amounts owed pursuant to a stock appreciation right in cash, shares of our Common Stock or in a combination thereof, historically all stock appreciation rights have been stock-settled.

Restricted Stock

Restricted stock awards are awards of shares of our Common Stock that vest in accordance with terms and conditions established by the Committee. The Committee may impose whatever conditions to vesting it determines to be appropriate including, if the Committee has determined it is desirable for the award to qualify as performance-based compensation for purposes of Code Section 162(m), a vesting schedule based on the achievement of Performance Objectives. Each award of restricted stock is evidenced by an award agreement specifying the terms and conditions of the award. The Committee determines the purchase price of any grants of restricted stock and, unless the Committee determines otherwise, shares that do not vest typically will be subject to our right of repurchase, which we may exercise upon the voluntary or involuntary termination of the participant's service with us for any reason including death or disability. The Committee will determine the number of shares of restricted stock granted to a participant, subject to the Per Person Limits discussed above.

Restricted Stock Units

Restricted stock units are awards of a right to receive Common Stock, which may be paid out upon vesting or such other time or times determined by the Committee. Each restricted stock unit has an initial value equal to the fair market value of a share on the

date of grant. The Committee determines the terms and conditions of restricted stock units. Each restricted stock unit award will be evidenced by an award agreement that will specify terms and conditions as the Committee may determine in its sole discretion, including, without limitation, whatever conditions to vesting it

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determines to be appropriate. If the Committee has determined it is desirable for the award to qualify as performance-based compensation for purposes of Code Section 162(m), the restricted stock unit will vest based on the achievement of Performance Objectives. The Committee will determine the number of shares granted pursuant to a restricted stock unit award, subject to the Per Person Limits as discussed above. As permitted under the 2003 Plan, the Committee has adopted a program that allows certain recipients of restricted stock unit awards (our executive officers and outside directors) to make an advance election to defer release of the shares for a period of years or until termination; the program complies with Code Section 409A rules governing deferred compensation.

Long-Term Performance Awards

Long-term performance awards are awards that permit the recipient to receive a cash or stock bonus upon satisfaction of the Performance Objectives determined by the Committee during the performance period the Committee has specified. Each long-term performance award will be evidenced by an award agreement that will specify terms and conditions as the Committee may determine in its sole discretion, including, without limitation whatever conditions to vesting it determines to be appropriate.

Awards to Outside Directors

Common Stock Equivalents. On a quarterly basis, our outside directors receive common stock equivalent awards for 100% of his or her directors' fees, unless the director has elected to receive not more than 50% of such fees in cash. The number of common stock equivalents awarded is equal to that portion of the outside director's quarterly compensation that he or she has elected to receive in common stock equivalents divided by the fair market value of our Common Stock on the first business day of each fiscal quarter. The common stock equivalents are credited to a book-entry account and release upon termination of service, unless the director elects accelerated release.

Other. Our directors are eligible for other equity awards made under the 2003 Plan, which may be made at the discretion of the Committee. Under the 2003 Plan, directors have received an annual restricted stock unit award.

Other Provisions

Liquidation or Dissolution. In the event of our proposed dissolution or liquidation, any unexercised awards will terminate immediately prior to the consummation of the proposed action.

Merger or Asset Sale. In the event of a merger with or into another corporation or our sale of all or substantially all of our assets, the 2003 Plan provides that the successor corporation will assume or substitute an equivalent award for each outstanding award. Unless determined otherwise by the Committee, awards not assumed or substituted for will be fully vested and exercisable, including as to shares that would not otherwise have been vested and exercisable, for a period of at least 15 days from the date of notice to the award recipient. The option or stock appreciation right will terminate at the end of such period and the restricted stock, restricted stock units and other awards will be fully vested as to all of the shares subject to the award, including shares which would not otherwise be vested.

Change in Control. Unless the Committee determines otherwise, if we are subject to a change in control (as defined in the 2003 Plan), generally, all outstanding awards granted to a participant who is terminated without cause within 12 months following the change in control and that are subject to a vesting schedule, substantial risk of forfeiture or performance conditions will vest immediately upon the participant's termination, the risk of forfeiture will lapse immediately, any performance conditions will be deemed to be satisfied at target and any award requiring exercise by the participant will remain exercisable for at least 90 days following the date of the termination. In addition, all common stock equivalents of a participant who is terminated without cause within 12 months following the change in control will be settled immediately in shares of Common Stock.

Amendments and Termination. Our Board may amend, suspend or terminate the 2003 Plan, provided that action does not impair materially any award then outstanding. Our Board may not amend the 2003 Plan to increase the number of shares available for issuance or increase any of the limitations on the number of awards that may be made to individual participants without the approval of our stockholders. No award may be granted under the 2003 Plan after April 19, 2015. As noted above, without the approval of our stockholders, the exercise price of options may not be reduced after the date of grant nor may options be exchanged for new options with a lower exercise price.

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Foreign Jurisdictions. To facilitate awards to foreign nationals or to employees employed by us (or certain affiliates) outside the United States, the Committee may approve supplements to, or amendments, restatements or alternative versions of, the 2003 Plan without affecting the terms of the 2003 Plan for any other purpose; provided that no such supplements, amendments, restatements or alternative versions include any provisions that are inconsistent with the terms of the 2003 Plan, as then in effect, unless the 2003 Plan could have been amended to eliminate such inconsistency without further approval by our stockholders.

FEDERAL INCOME TAX CONSEQUENCES

The following is a brief description of the material U.S. federal income tax consequences associated with awards under the 2003 Plan. It is based on existing U.S. laws and regulations, and there can be no assurance that those laws and regulations will not change in the future. It does not purport to be complete, and does not discuss the tax consequences of a recipient's death or the provisions of the income tax laws of any municipality, state or foreign country in which the recipient may reside.

Incentive Stock Options. An optionee who is granted an incentive stock option does not recognize taxable income at the time the option is granted or upon its exercise, although the exercise is an adjustment item for alternative minimum tax purposes and may subject the optionee to the alternative minimum tax. Upon a disposition of the shares more than two years after grant of the option and one year after exercise of the option, any gain or loss is treated as long-term capital gain or loss. If these holding periods are not satisfied, the optionee recognizes ordinary income at the time of disposition equal to the difference between the exercise price and the lower of (i) the fair market value of the shares at the date of the option exercise or (ii) the sale price of the shares. Any gain or loss recognized on such a premature disposition of the shares in excess of the amount treated as ordinary income is treated as long-term or short-term capital gain or loss, depending on the holding period.

Nonstatutory Stock Options. An optionee does not recognize any taxable income at the time he or she is granted a nonstatutory stock option. Upon exercise, the optionee recognizes taxable income generally measured by the excess of the then fair market value of the shares over the exercise price. Any taxable income recognized in connection with an option exercise by one of our employees is subject to tax withholding by us. Upon a disposition of such shares by the optionee, any difference between the sale price and the optionee's exercise price, to the extent not recognized as taxable income as provided above, is treated as long-term or short-term capital gain or loss, depending on the holding period.

Restricted Stock and Restricted Stock Units. A participant generally will not have taxable income at the time an award of restricted stock or restricted stock units is granted. Instead, he or she will recognize ordinary income in the first taxable year in which his or her interest in the shares underlying the award becomes either (i) freely transferable or (ii) no longer subject to substantial risk of forfeiture (i.e., vested). However, a holder of a restricted stock award may elect to recognize income at the time he or she receives the award in an amount equal to the fair market value of the shares underlying the award (less any amount paid for the shares) on the date the award is granted. In certain circumstances, payment (i.e., release of shares), and recognition of ordinary income, of a restricted stock unit award will be subject to a six-month delay under Code Section 409A rules governing deferred compensation. Recipients of restricted stock unit awards who make an advance election to defer payment will not recognize ordinary income until the payment date.

Stock Appreciation Rights. No taxable income is reportable when a stock appreciation right is granted to a participant. Upon exercise, the participant will recognize ordinary income in an amount equal to the fair market value of any shares received and/or the amount of any cash received. Any additional gain or loss recognized upon any later disposition of the shares would be capital gain or loss.

Other Awards. For other awards, the participant will generally recognize ordinary income in an amount equal to any cash received and the fair market value of any shares received on the date of payment or the date of delivery of the shares and we will generally be entitled to a corresponding tax deduction.

Tax Effect for Gartner. We generally will be entitled to a tax deduction in connection with an award under the 2003 Plan in an amount equal to the ordinary income realized by a participant and at the time the participant recognizes

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such income (for example, the exercise of a nonstatutory stock option). Special rules limit the deductibility of compensation paid to covered employees under Code Section 162(m); under current IRS guidance, this includes our Chief Executive Officer and the three other most highly compensated executive officers. The annual compensation paid to any of these individuals will be deductible only to the extent that it does not exceed \$1,000,000. However, we can preserve the deductibility of certain compensation in excess of \$1,000,000 if the conditions of Section 162(m) are met. These conditions include stockholder approval of the amended 2003 Plan and setting limits on the number of awards that any individual may receive per year. The 2003 Plan has been designed to permit the Committee to grant awards that qualify as performance-based for purposes of satisfying the conditions of Code Section 162(m), thereby permitting us to receive a federal income tax deduction in connection with such awards.

PLAN BENEFITS

Except for the common stock equivalent awards granted automatically to our outside directors as directors fees (discussed above), awards granted under the 2003 Plan are subject to the discretion of the Committee and are not determinable at this time. We expect that future grants under the 2003 Plan will approximate the value of grants made in prior years. Our executive officers and directors have an interest in this proposal because they are eligible to receive awards under the 2003 Plan.

The following table sets forth with respect to the 2003 Plan: (a) the total number of shares of our Common Stock subject to stock appreciation rights (SARs) granted during the last fiscal year; (b) the average per share exercise price of such SARs; (c) the total number of restricted stock units (RSUs) granted during the last fiscal year; (d) the dollar value of the shares underlying these RSUs based on \$17.83 per share, the last reported trade price for our Common Stock on December 31, 2008 (the Year End Price); (e) the total number of common stock equivalents granted during the last fiscal year; and (f) the dollar value of such common stock equivalents on December 31, 2008 based upon the Year End Price, to our named executive officers, all executive officers as a group, all employees other than executive officers as a group and all non-executive directors as a group. No other types of awards were granted under the 2003 Plan during the last fiscal year.