

SILVER LAKE PARTNERS LP
Form 4
December 07, 2006

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
SILVER LAKE PARTNERS LP

2. Issuer Name and Ticker or Trading Symbol
GARTNER INC [IT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
2775 SAND HILL ROAD, SUITE 100

3. Date of Earliest Transaction (Month/Day/Year)
12/06/2006

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

MENLO PARK, CA 94025

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|----------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code V | Amount (A) or (D) Price | | | |
| Common Stock, par value \$0.0005 | 12/06/2006 | | S(2)(3) | 10,389,610 (2) (3) | D \$ 19.25 (2) (3) 13,225,518 (4) | D (1) | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| <u>Signature of Reporting Person</u> | Date |
|---|------------|
| /s/ Alan K. Austin, Managing Director and Chief Operating Officer (Signature of Silver Lake Technology Investors, L.L.C., as a Reporting Person, by Silver Lake Technology Management, L.L.C., its manager) | 12/07/2006 |
| <u>Signature of Reporting Person</u> | Date |
| /s/ Alan K. Austin, as attorney-in-fact (Signature of Michael J. Bingle, as a Reporting Person) | 12/07/2006 |
| <u>Signature of Reporting Person</u> | Date |
| /s/ Alan K. Austin, as attorney-in-fact (Signature of John R. Joyce, as a Reporting Person) | 12/07/2006 |
| <u>Signature of Reporting Person</u> | Date |

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Owned by Silver Lake Partners, L.P., Silver Lake Investors, L.P., and Silver Lake Technology Investors, L.L.C. (collectively the "Silver Lake Entities"). Silver Lake Technology Associates, L.L.C. is the General Partner of each of Silver Lake Partners, L.P. and Silver Lake Investors, L.P. Silver Lake Technology Management, L.L.C. is the Manager of Silver Lake Technology Investors, L.L.C. Each of Mr.

(1) Bingle and Mr. Joyce, who are both directors of Gartner, Inc. ("Gartner"), is a Managing Director of each of Silver Lake Technology Associates, L.L.C. and of Silver Lake Technology Management, L.L.C. As such, each of Mr. Bingle and Mr. Joyce could be deemed to have shared voting or dispositive power over these shares. However, each of Mr. Bingle and Mr. Joyce disclaims beneficial ownership in these shares, except to the extent of his pecuniary interest therein.

(2) On December 6, 2006, the Silver Lake Entities entered into a stock purchase agreement with Gartner, whereby, subject to the terms and conditions therein, the Silver Lake Entities agreed to sell to Gartner, and Gartner agreed to purchase from the Silver Lake Entities, 10,389,610 shares of Common Stock. Settlement of this sale is expected to take place on December 13, 2006. The purchase is subject to certain conditions, including Gartner obtaining at least \$150.0 million of financing to help fund the purchase price of the shares.

(3) The Silver Lake Entities will receive \$19.25 per share sold to Gartner. In connection with the sale of the Common Stock, (i) Silver Lake Partners, L.P. will sell 9,567,852 shares; (ii) Silver Lake Investors, L.P. will sell 274,936 shares; and (iii) Silver Lake Technology Investors, L.L.C. will sell 546,822 shares.

(4) As of the closing of the transactions described herein, the Silver Lake Entities will beneficially own 13,225,518 shares of Common Stock, representing approximately 12.7% of the issued and outstanding shares of Common Stock of Gartner.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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