

GARTNER INC
Form 8-K
December 07, 2006

**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)
December 6, 2006

GARTNER, INC.
(Exact name of registrant as specified in its charter)

DELAWARE

1-14443

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 06902-7747**

(Address of Principal Executive Offices, including Zip Code)

(203) 316-1111

(Registrant's telephone number, including area code)

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))
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ITEM 1.01. ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT.

On December 6, 2006, Gartner, Inc. (Gartner) entered into an agreement (the Silver Lake Stock Purchase Agreement) with Silver Lake Partners, L.P., a Delaware limited partnership, Silver Lake Investors, L.P., a Delaware limited partnership, and Silver Lake Technology Investors, L.L.C., a Delaware limited liability company (collectively, Silver Lake) pursuant to which Gartner agreed to purchase an aggregate of 10,389,610 shares of common stock from Silver Lake at a price of \$19.25 per share, for total aggregate consideration of approximately \$200 million (the Silver Lake Repurchase). The Silver Lake Repurchase is conditioned on Gartner (i) securing at least \$150 million in additional financing on terms and conditions reasonably acceptable to Gartner, and (ii) amending its Amended and Restated Credit Agreement, dated as of June 29, 2005, as amended.

The Silver Lake Stock Purchase Agreement is attached hereto as Exhibit 10.1. The above description is qualified in its entirety by reference to such exhibit.

ITEM 8.01. OTHER EVENTS.

On December 7, 2006, Gartner issued a press release announcing the Silver Lake Repurchase. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

(d) Exhibits

- 10.1 Stock Purchase Agreement, dated December 6, 2006, by and between Gartner and Silver Lake
 - 99.1 Press Release dated December 7, 2006
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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.

Date: December 7, 2006

By: /s/ Lewis G. Schwartz
Lewis G. Schwartz
Senior Vice President, Secretary and
General Counsel

EXHIBIT INDEX

EXHIBIT NO.	DESCRIPTION
10.1	Stock Purchase Agreement, dated December 6, 2006, by and between Gartner and Silver Lake
99.1	Press Release dated December 7, 2006