

GARTNER INC
Form 8-K
February 25, 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 22, 2011

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 06902-7700**

(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 5.02. COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS.

On February 22, 2011, the Compensation Committee of the Board of Directors of Gartner, Inc. (the Company or Gartner) approved the following compensatory arrangements for the Company's named executive officers (as most recently set forth in the Company's proxy statement dated April 20, 2010); i.e., Eugene A. Hall (chief executive officer); Christopher J. Lafond (chief financial officer); Lewis G. Schwartz (senior vice president, general counsel and corporate secretary); Per Anders Waern (senior vice president, consulting); and Alwyn Dawkins (senior vice president, events) (the NEOs), as follows:

2011 Executive Performance Bonus Plan.

The Compensation Committee approved and made Gartner's 2011 Executive Performance Bonus Plan (the Plan) award and established annual target bonus amounts that may be earned for fiscal year 2011 under the Plan by Messrs. Hall, Lafond, Schwartz, Waern and Dawkins of \$775,886, \$272,674, \$244,582, \$216,489 and \$180,407, respectively. These target bonus amounts (100%) will be adjusted from 0% to 200% of target based upon achievement of the performance metrics set by the Compensation Committee relating to 2011 EBITDA and Contract Value (CV) at December 31, 2011, and certification of such achievement by the Compensation Committee in February 2012. The target amounts represent 100% of base salary for Mr. Hall, 60% of base salary for each of Messrs. Lafond, Schwartz and Waern and 50% of base salary for Mr. Dawkins.

2011 Long Term Incentive Award.

The Compensation Committee approved and made 2011 annual long-term incentive equity awards to the NEOs under our stockholder-approved 2003 Long-Term Incentive Plan consisting of Stock Appreciation Rights (SARs) and Performance Stock Units (PSUs) as follows:

| Name | Number of SARs | Target Number of PSUs* |
|-----------------------|-------------------|---------------------------|
| Eugene A. Hall | 135,024 | 112,458 |
| Christopher J. Lafond | 37,634 | 31,345 |
| Lewis G. Schwartz | 18,794 | 15,653 |
| Per Anders Waern | 18,794 | 15,653 |
| Alwyn Dawkins | 18,794 | 15,653 |

* Adjusted as described in the narrative below

Stock Appreciation Rights. The Stock Appreciation Rights Agreements provide for the grant of a number of stock appreciation rights that will be paid in shares of Gartner common stock once the applicable vesting criteria have been met. Assuming continued service through each vesting date, the SARs vest in four equal annual installments commencing February 22, 2012 and expire 7 years from grant. Upon exercise of the SARs, the NEO must pay a purchase price per share equal to the value of Gartner's common stock on the date of grant (\$38.05), or the NEO may settle the SARs by allowing the Company to withhold a sufficient number of shares that is equal in value to the aggregate exercise price. The Company will withhold a portion of the shares subject to the grant to cover applicable tax withholding.

Performance Units. The Performance Stock Unit Agreements provide for the grant of a target number of PSUs that will be paid in shares of Gartner common stock once the applicable vesting criteria have been met. The actual number of PSUs granted depends upon achievement of a performance metric set by the Compensation Committee relating to Gartner's CV at December 31, 2011. The target number of PSUs will be adjusted

from 0% and 200% of target based upon achievement of the performance metric, and certification of such achievement by the Compensation Committee in February 2012. Assuming continued service through each vesting date, the PSUs, as adjusted, will vest in four equal annual installments commencing February 22, 2012. The Company will withhold a portion of the shares subject to the grant to cover applicable tax withholding.

Stockholder Rights. SAR and PSU recipients do not have stockholder rights, including voting rights and the right to receive dividends and distributions, until after actual shares of Gartner common stock are released upon exercise or vesting.

The Forms of 2011 Stock Appreciation Right Agreement and 2011 Performance Stock Unit Agreement are attached hereto as Exhibit 10.1 and Exhibit 10.2, respectively, and are incorporated by reference herein.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

(d) Exhibits

| EXHIBIT NO. | DESCRIPTION |
|-------------|-------------------------------------------------|
| 10.1 | Form of 2011 Stock Appreciation Right Agreement |
| 10.2 | Form of 2011 Performance Stock Unit Agreement |

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: February 25, 2011

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

EXHIBIT INDEX

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