

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 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)

October 4, 2017

GARTNER, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation)

1-14443

(Commission
File Number)

04-3099750

(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:

- 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter):

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act:

Item 8.01 Other Events.

On October 4, 2017, Gartner, Inc. (the “Company”) issued a press release announcing that it has initiated a process to explore and evaluate strategic alternatives for its CEB Talent Assessment business, formerly SHL. As part of this process the Company intends to consider a range of strategic options, which may include, among other things, a sale of the business.

Although the Company expects to proceed in a timely manner, there is no timetable for completion of the review process and the Company does not intend to announce any updates until the conclusion of the strategic review. As the Company indicated in its press release, there can be no assurance that this review will result in a transaction being announced or agreed upon.

A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Forward-Looking Statements

This Current Report on Form 8-K and the press release incorporate herein by reference may contain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Forward-looking statements generally relate to future events or our future financial or operating performance. Forward-looking statements may contain words such as “will be,” “will,” “expects,” “expected,” “intends,” “continue,” or similar expressions, and include the assumptions that underlie such statements. These forward-looking statements include statements about future financial and operating results; benefits of a potential transaction to customers, stockholders and employees; and other statements regarding a potential transaction. The Company’s expectations and beliefs regarding these matters may not materialize, and actual results in future periods are subject to risks and uncertainties that could cause actual results to differ materially from those projected.

The forward-looking statements contained in this Current Report on Form 8-K and the press release incorporate herein by reference are also subject to other risks and uncertainties, including those more fully described in our filings with the Securities and Exchange Commission (“SEC”), including our Annual Report on Form 10-K for the year ended December 31, 2016, and our Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2017, both of which can be found on the Company’s website at www.investor.gartner.com and the SEC’s website at www.sec.gov. The forward-looking statements in this Current Report on Form 8-K and the press release incorporate herein by reference are based on information available to the Company as of the date hereof, and the Company disclaims any obligation to update any forward-looking statements, except as required by law.

Item 9.01 Financial Statements and Exhibits.**(d) Exhibits**

| Exhibit No. | Description |
|----------------|---|
| 99.1 | Press release of Gartner, Inc. dated October 4, 2017. |

SIGNATURE

Pursuant to 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: October 4, 2017

By: /s/ Craig W. Safian
Craig W. Safian
Executive Vice President and
Chief Financial Officer

EXHIBIT INDEX

| Exhibit No. | Description of Exhibit |
|----------------|---|
| 99.1 | Press release of Gartner, Inc. dated October 4, 2017. |



Press Release

FOR IMMEDIATE RELEASE

CONTACTS:

Sherief Bakr

Gartner

Investor Relations

+ 1 203-316-6537

investor.relations@gartner.com

Andrew Spender

Gartner

Corporate Communications

+ 1 203-316-3286

andrew.spender@gartner.com

Gartner to Explore Strategic Alternatives for CEB Talent Assessment Business

STAMFORD, Conn., October 4, 2017 — Gartner, Inc. (NYSE: IT), the world's leading research and advisory company, today announced that it has initiated a process to explore and evaluate strategic alternatives for its CEB Talent Assessment business, formerly SHL. As part of this process the Company intends to consider a range of strategic options, which may include, among other things, a sale of the business.

CEB Talent Assessment is a leading global provider of talent assessment solutions. CEB Talent Assessment's best-in-class product portfolio of science-based assessment tools, benchmark data, predictive technologies and consultancy services drive business results by equipping organizations to assess, select, and develop the right people for the right roles. For the twelve month period ending June 30 2017, CEB Talent Assessment's revenue represented approximately 6% of Gartner and CEB combined adjusted revenue.

"The Board and management team regularly evaluate opportunities to enhance shareholder value and believe now is the right time to explore potential alternatives for CEB Talent Assessment," said Gene Hall, CEO of Gartner. "Since acquiring CEB Talent Assessment as part of the CEB acquisition earlier this year, we have repositioned the business to drive long-term growth. While CEB Talent Assessment is a recognized industry leader in a rapidly expanding marketplace with significant growth opportunities, it is not aligned with our core focus of providing research and advisory services to address the mission-critical priorities of every functional leader in the enterprise. We are confident this is a positive step forward for CEB Talent Assessment and its clients as it represents an opportunity to bring a renewed focus on the business to better support innovation, product development and long-term growth."

There can be no assurance that this review will result in a transaction being announced or agreed upon. Although Gartner expects to proceed in a timely manner, there is no timetable for completion of the review process and the Company does not intend to announce any updates until the conclusion of the strategic review.

Gartner has retained Evercore as financial advisor and Cooley LLP as its legal advisor to assist in its review of strategic alternatives for CEB Talent Assessment.

About Gartner

Gartner, Inc. (NYSE: IT) is the world's leading research and advisory company. The company helps business leaders across all major functions in every industry and enterprise size with the objective insights they need to make the right decisions. Gartner's comprehensive suite of services delivers strategic advice and proven best practices to help clients succeed in their mission-critical priorities.

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Gartner is headquartered in Stamford, Connecticut, U.S.A., and has more than 13,000 associates serving clients in 11,000 enterprises in 100 countries. For more information, visit www.gartner.com.

Cautionary Note Regarding Forward-Looking Statements

This communication contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Forward-looking statements generally relate to future events or our future financial or operating performance. Forward-looking statements may contain words such as “will be,” “will,” “expects,” “expected,” “intends,” “continue,” or similar expressions, and include the assumptions that underlie such statements. These forward-looking statements may include statements about future financial and operating results; benefits of a potential transaction to customers, stockholders and employees; and other statements regarding a potential transaction. Gartner’s expectations and beliefs regarding these matters may not materialize, and actual results in future periods are subject to risks and uncertainties that could cause actual results to differ materially from those projected.

The forward-looking statements contained in this communication are also subject to other risks and uncertainties, including those more fully described in our filings with the Securities and Exchange Commission (“SEC”), including our Annual Report on Form 10-K for the year ended December 31, 2016, and our Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2017, both of which can be found on Gartner’s website at www.investor.gartner.com and the SEC’s website at www.sec.gov. The forward-looking statements in this press release are based on information available to Gartner as of the date hereof, and Gartner disclaims any obligation to update any forward-looking statements, except as required by law.

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