

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13E-4

ISSUER TENDER OFFER STATEMENT
(PURSUANT TO SECTION 13(e) (1) OF THE SECURITIES EXCHANGE ACT OF 1934)

(AMENDMENT NO. 3)

GARTNER GROUP, INC.
(NAME OF ISSUER)

GARTNER GROUP, INC.
(NAME OF PERSON(S) FILING STATEMENT)

COMMON STOCK, CLASS A, PAR VALUE \$0.0005 PER SHARE
COMMON STOCK, CLASS B, PAR VALUE \$0.0005 PER SHARE
(TITLE OF CLASS OF SECURITIES)

366651 10 7 (CLASS A COMMON STOCK)
366651 20 6 (CLASS B COMMON STOCK)
(CUSIP NUMBER OF CLASS OF SECURITIES)

MICHAEL D. FLEISHER
GARTNER GROUP, INC.
56 TOP GALLANT ROAD
STAMFORD, CT 06904
(203) 964-0096

(NAME, ADDRESS AND TELEPHONE NUMBER OF PERSON AUTHORIZED TO RECEIVE NOTICES AND
COMMUNICATIONS ON BEHALF OF THE PERSON(S) FILING STATEMENT)

COPY TO:

HOWARD S. ZEPRUN, ESQ.
WILSON SONSINI GOODRICH & ROSATI
650 PAGE MILL ROAD
PALO ALTO, CA 94304
(650) 493-9300

JULY 27, 1999
(DATE TENDER OFFER FIRST PUBLISHED, SENT OR GIVEN TO SECURITY HOLDERS)

This Amendment No. 3 to the Issuer Tender Offer Statement on Schedule 13E-4 originally filed with the Securities and Exchange Commission on July 27, 1999 (the "Schedule 13E-4") relates to the offer by Gartner Group, Inc., a Delaware corporation (the "Company" or the "Issuer"), to purchase up to 15,700,000 shares of its Common Stock, par value \$0.0005 per share, consisting of 9,600,000 shares of Common Stock, Class A ("Class A Common Stock") and 6,100,000 shares of Common Stock, Class B ("Class B Common Stock"; together with the Class A Common Stock, the "Common Stock" or the "Shares"). Such shares shall be repurchased at prices not less than \$21 nor more than \$24 per share, net to the seller in cash, without interest thereon, as specified by stockholders tendering their Shares, upon the terms and subject to the conditions set forth in the Offer to Purchase dated July 27, 1999 (the "Offer to Purchase") and in the related Letter of Transmittal (which, as amended or supplemented from time to time, together constitute the "Offer"), and is intended to satisfy the reporting requirements of Section 13(e) of the Securities Exchange Act of 1934, as amended (the "Exchange Act").

ITEM 8. ADDITIONAL INFORMATION.

Item 8(e) is hereby amended and supplemented to add the following information:

The Offer expired at 12:00 Midnight, New York City time, on Tuesday, August 31, 1999. On Wednesday, September 1, 1999, the Company announced the preliminary results of the Offer. On a preliminary basis, the Company will repurchase a total of 9,600,000 shares of Class A Common Stock and 6,100,000 shares of Class B Common Stock. The purchase price for the Class A Common Stock is preliminarily estimated at \$21.75 per share. The purchase price for the Class B Common Stock is preliminarily estimated at \$21.50 per share. The proration factor for the Class A Common Stock is preliminarily estimated at 83.06. The proration factor for the Class B Common Stock is preliminarily estimated at 99.81.

The determination of the specific shares to be purchased and the Purchase Prices and proration factors are subject to final confirmation and the proper delivery of all shares tendered and not withdrawn, including shares tendered pursuant to the guaranteed delivery procedure, as well as the impact of odd-lot tenders.

The information set forth in the press release dated September 1, 1999 included herewith as Exhibit (a)(15) is incorporated herein by reference.

ITEM 9. MATERIAL TO BE FILED AS EXHIBITS.

Item 9 of Schedule 13E-4 is hereby amended and supplemented to add the following exhibit:

(a)(15) Press Release dated September 1, 1999.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: September 2, 1999

GARTNER GROUP, INC.

By: /s/ MICHAEL D. FLEISHER

 Name: Michael D. Fleisher
 Title: Executive Vice President
 and
 Chief Financial Officer

EXHIBIT INDEX

EXHIBIT NUMBER	DESCRIPTION
----- (a) (15)	Press Release dated September 1, 1999.

Gartner Logo

GARTNER GROUP, INC. ANNOUNCES PRELIMINARY RESULTS OF
'DUTCH AUCTION' TENDER OFFER

Stamford, Conn. -- September 1, 1999 -- Gartner Group, Inc. (NYSE: IT), the world's leading authority on information technology (IT), today announced the preliminary results of its "Dutch Auction" tender offer to purchase shares of its Class A and Class B Common Stock. The tender offer expired at 12:00 midnight, Eastern Daylight Time on Tuesday, August 31, 1999.

GartnerGroup announced on a preliminary basis that it is going to repurchase, pursuant to the tender offer, a total of 9,600,000 shares of Class A Common Stock and 6,100,000 shares of Class B Common Stock. The purchase price for the Class A Common Stock is preliminarily estimated at \$21.75 per share. The purchase price for the Class B Common Stock is preliminarily estimated at \$21.50 per share. The proration factor for the Class A Common Stock is preliminarily estimated at 83.06 percent. The proration factor for the Class B Common Stock is preliminarily estimated at 99.81 percent.

The final purchase prices and proration factors are expected to be determined within approximately three business days. The determination of such purchase prices and such proration factors is subject to final confirmation of the proper delivery of all shares tendered and not withdrawn, including shares tendered pursuant to the guaranteed delivery procedures, as well as the impact of odd-lot tenders. Payment for the shares accepted for payment and return of all other shares tendered will occur as soon as practicable after completion of the final purchase price and proration computations.

The company commenced on July 27, 1999, its offer to purchase up to 15 percent of its outstanding Common Stock at prices not less than \$21.00 and not more than \$24.00 per share. Under the terms of the Dutch Auction tender offer, the company repurchased shares of Class A Common Stock and Class B Common Stock in the same proportion as the number of shares of each class outstanding, or 9,600,000 shares of Class A Common Stock and 6,100,000 shares of Class B Common Stock.

As previously disclosed, the company also intends to effect open market purchases of its Common Stock following the tender. The company has previously indicated that it will repurchase an additional 4.9 percent of the total outstanding shares within a two-year period, ending July 16, 2001. These open market purchases cannot commence until September 16, 1999, pursuant to Rule 13e-4 under the Securities Exchange Act.

ABOUT GARTNERGROUP

As the world's leading authority on IT, GartnerGroup provides clients with a wide range of products and services in the areas of IT advisory services, measurement, research, decision support, analysis and consulting. Founded in 1979, with headquarters in Stamford, Conn., GartnerGroup is at the center of a global community serving Fortune 1000 companies from 80 locations worldwide. GartnerGroup's unique capabilities and resources help bring clarity to the direction of the world's hottest and most volatile industry. Additional information about the company is available on the World Wide Web at www.gartner.com.

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