

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

**Form 10-Q**

(Mark One)

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.**

For the quarterly period ended March 31, 2014

OR

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.**

Commission File Number 1-14443

**Gartner, Inc.**

(Exact name of Registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

04-3099750  
(I.R.S. Employer  
Identification Number)

P.O. Box 10212  
56 Top Gallant Road  
Stamford, CT  
(Address of principal executive offices)

06902-7700  
(Zip Code)

Registrant's telephone number, including area code: (203) 316-1111

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer       Accelerated filer       Non-accelerated filer       Smaller reporting company   
(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

As of April 25, 2014, 90,225,465 shares of the registrant's common shares were outstanding.

## Table of Contents

	<b>Page</b>
<b><u>PART I. FINANCIAL INFORMATION</u></b>	
<b><u>ITEM 1. FINANCIAL STATEMENTS (Unaudited)</u></b>	
<u>Condensed Consolidated Balance Sheets at March 31, 2014 and December 31, 2013</u>	<u>3</u>
<u>Condensed Consolidated Statements of Operations for the Three Months Ended March 31, 2014 and 2013</u>	<u>4</u>
<u>Condensed Consolidated Statements of Comprehensive Income for the Three Months Ended March 31, 2014 and 2013</u>	<u>5</u>
<u>Condensed Consolidated Statements of Cash Flows for the Three Months Ended March 31, 2014 and 2013</u>	<u>6</u>
<u>Notes to Condensed Consolidated Financial Statements</u>	<u>7</u>
<b><u>ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS</u></b>	<b><u>21</u></b>
<b><u>ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK</u></b>	<b><u>31</u></b>
<b><u>ITEM 4. CONTROLS AND PROCEDURES</u></b>	<b><u>32</u></b>
<b><u>PART II. OTHER INFORMATION</u></b>	
<b><u>ITEM 1. LEGAL PROCEEDINGS</u></b>	<b><u>33</u></b>
<b><u>ITEM 1A. RISK FACTORS</u></b>	<b><u>33</u></b>
<b><u>ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS</u></b>	<b><u>33</u></b>
<b><u>ITEM 6. EXHIBITS</u></b>	<b><u>34</u></b>

## PART I. FINANCIAL INFORMATION

## ITEM 1. FINANCIAL STATEMENTS

## GARTNER, INC.

## Condensed Consolidated Balance Sheets

(Unaudited; in thousands)

	March 31, 2014	December 31, 2013
<b>Assets</b>		
Current assets:		
Cash and cash equivalents	\$ 283,284	\$ 423,990
Fees receivable, net of allowances of \$7,100 and \$7,000, respectively	496,997	490,923
Deferred commissions	97,610	106,287
Prepaid expenses and other current assets	67,777	63,682
<b>Total current assets</b>	<b>945,668</b>	<b>1,084,882</b>
Property, equipment and leasehold improvements, net	94,208	91,759
Goodwill	589,786	519,203
Intangible assets, net	34,537	6,107
Other assets	93,514	81,631
<b>Total Assets</b>	<b>\$ 1,757,713</b>	<b>\$ 1,783,582</b>
<b>Liabilities and Stockholders' Equity</b>		
Current liabilities:		
Accounts payable and accrued liabilities	\$ 211,566	\$ 325,059
Deferred revenues	832,555	766,114
Current portion of long-term debt	222,500	68,750
<b>Total current liabilities</b>	<b>1,266,621</b>	<b>1,159,923</b>
Long-term debt	132,500	136,250
Other liabilities	121,869	126,093
<b>Total Liabilities</b>	<b>1,520,990</b>	<b>1,422,266</b>
<b>Stockholders' Equity</b>		
Preferred stock, \$.01 par value, 5,000,000 shares authorized; none issued or outstanding	—	—
Common stock, \$.0005 par value, 250,000,000 shares authorized; 156,234,415 shares issued for both periods	78	78
Additional paid-in capital	733,139	718,644
Accumulated other comprehensive income, net	8,552	8,345
Accumulated earnings	1,129,019	1,091,283
Treasury stock, at cost, 66,011,939 and 64,268,863 common shares, respectively	(1,634,065)	(1,457,034)
<b>Total Stockholders' Equity</b>	<b>236,723</b>	<b>361,316</b>
<b>Total Liabilities and Stockholders' Equity</b>	<b>\$ 1,757,713</b>	<b>\$ 1,783,582</b>

See the accompanying notes to the condensed consolidated financial statements.

GARTNER, INC.

Condensed Consolidated Statements of Operations

(Unaudited; in thousands, except per share data)

	Three Months Ended March 31,	
	2014	2013
<b>Revenues:</b>		
Research	\$ 348,114	\$ 310,331
Consulting	84,271	72,633
Events	14,317	23,790
<b>Total revenues</b>	<b>446,702</b>	<b>406,754</b>
<b>Costs and expenses:</b>		
Cost of services and product development	170,821	163,737
Selling, general and administrative	204,617	180,478
Depreciation	7,459	7,100
Amortization of intangibles	1,279	1,334
Acquisition and integration charges	3,356	100
<b>Total costs and expenses</b>	<b>387,532</b>	<b>352,749</b>
<b>Operating income</b>	<b>59,170</b>	<b>54,005</b>
Interest expense, net	(2,250)	(2,436)
Other (expense) income, net	(229)	211
Income before income taxes	56,691	51,780
Provision for income taxes	18,955	15,105
<b>Net income</b>	<b>\$ 37,736</b>	<b>\$ 36,675</b>
<b>Earnings per common share:</b>		
Basic	\$ 0.41	\$ 0.39
Diluted	\$ 0.40	\$ 0.38
<b>Weighted average shares outstanding:</b>		
Basic	91,669	93,595
Diluted	93,209	95,537

See the accompanying notes to the condensed consolidated financial statements.

**GARTNER, INC.**

Condensed Consolidated Statements of Comprehensive Income

(Unaudited; in thousands)

	<b>Three Months Ended</b>	
	<b>March 31,</b>	
	<b>2014</b>	<b>2013</b>
Net income	\$ 37,736	\$ 36,675
Other comprehensive income (loss), net of tax:		
Foreign currency translation adjustments	(278)	(3,789)
Interest rate hedge – gain	470	561
Pension – actuarial gain	15	23
Other comprehensive income (loss)	207	(3,205)
Comprehensive income	\$ 37,943	\$ 33,470

See the accompanying notes to the condensed consolidated financial statements.

GARTNER, INC.

Condensed Consolidated Statements of Cash Flows

(Unaudited; in thousands)

	Three Months Ended March 31,	
	2014	2013
<b>Operating activities:</b>		
Net income	\$ 37,736	\$ 36,675
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	8,738	8,434
Stock-based compensation expense	13,752	12,342
Excess tax benefits from stock-based compensation	(11,146)	(13,219)
Deferred taxes	7,351	(1,872)
Amortization and write-off of debt issue costs	581	858
Changes in assets and liabilities, net of acquisition:		
Fees receivable, net	(4,210)	17,851
Deferred commissions	8,578	4,113
Prepaid expenses and other current assets	(4,366)	(4,467)
Other assets	(1,311)	(6,467)
Deferred revenues	65,280	51,019
Accounts payable, accrued, and other liabilities	(104,513)	(85,574)
<b>Cash provided by operating activities</b>	<b>16,470</b>	<b>19,693</b>
<b>Investing activities:</b>		
Additions to property, equipment and leasehold improvements	(9,185)	(9,648)
Acquisition - cash paid (net of cash acquired)	(101,770)	—
Acquisition - increase in restricted cash (escrow)	(13,500)	—
<b>Cash used in investing activities</b>	<b>(124,455)</b>	<b>(9,648)</b>
<b>Financing activities:</b>		
Proceeds from stock issued under stock plans	2,428	1,955
Proceeds from debt issuance	151,875	200,000
Payments for debt issuance costs	—	(3,553)
Payments on debt	(1,875)	(200,000)
Purchases of treasury stock	(195,850)	(48,527)
Excess tax benefits from stock-based compensation	11,146	13,219
<b>Cash used in financing activities</b>	<b>(32,276)</b>	<b>(36,906)</b>
<b>Net increase in cash and cash equivalents</b>	<b>(140,261)</b>	<b>(26,861)</b>
<b>Effects of exchange rates on cash and cash equivalents</b>	<b>(445)</b>	<b>(3,928)</b>
<b>Cash and cash equivalents, beginning of period</b>	<b>423,990</b>	<b>299,852</b>
<b>Cash and cash equivalents, end of period</b>	<b>\$ 283,284</b>	<b>\$ 269,063</b>

See the accompanying notes to the condensed consolidated financial statements.

## GARTNER, INC.

### NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)

#### Note 1 — Business and Basis of Presentation

*Business.* Gartner, Inc. is a global information technology research and advisory company founded in 1979 with its headquarters in Stamford, Connecticut. Gartner delivers its products and services globally through three business segments: Research, Consulting, and Events. When used in these notes, the terms “Gartner,” “Company,” “we,” “us,” or “our” refer to Gartner, Inc. and its consolidated subsidiaries.

*Basis of presentation.* The accompanying interim condensed consolidated financial statements have been prepared in accordance with generally accepted accounting principles in the United States of America (“U.S. GAAP”), as defined in the Financial Accounting Standards Board (FASB) Accounting Standards Codification (“ASC”) Topic 270 for interim financial information and with the applicable instructions of the U.S. Securities & Exchange Commission (“SEC”) Rule 10-01 of Regulation S-X on Form 10-Q and should be read in conjunction with the consolidated financial statements and related notes of the Company filed in its Annual Report on Form 10-K for the year ended December 31, 2013.

The fiscal year of Gartner represents the twelve-month calendar period from January 1 through December 31. In the opinion of management, all normal recurring accruals and adjustments considered necessary for a fair presentation of financial position, results of operations and cash flows at the dates and for the periods presented herein have been included. The results of operations for the three months ended March 31, 2014 may not be indicative of the results of operations for the remainder of 2014.

*Principles of consolidation.* The accompanying interim condensed consolidated financial statements include the accounts of the Company and its wholly- and majority-owned subsidiaries. All significant intercompany transactions and balances have been eliminated.

*Use of estimates.* The preparation of the accompanying interim condensed consolidated financial statements requires management to make estimates and assumptions about future events. These estimates and the underlying assumptions affect the amounts of assets and liabilities reported, disclosures about contingent assets and liabilities, and reported amounts of revenues and expenses. Such estimates include the valuation of fees receivable, goodwill, intangible assets, and other long-lived assets, as well as tax accruals and other liabilities. In addition, estimates are used in revenue recognition, income tax expense, performance-based compensation charges, depreciation and amortization, and the allowance for losses. Management believes its use of estimates in these interim condensed consolidated financial statements to be reasonable.

Management continually evaluates and revises its estimates using historical experience and other factors, including the general economic environment and actions it may take in the future. Management adjusts these estimates when facts and circumstances dictate. However, these estimates may involve significant uncertainties and judgments and cannot be determined with precision. In addition, these estimates are based on management’s best judgment at a point in time. As a result, differences between our estimates and actual results could be material and would be reflected in the Company’s consolidated financial statements in future periods.

*Adoption of new accounting rules.* The Company adopted two new accounting rules issued by the FASB effective January 1, 2014, as follows:

The Company adopted ASU No. 2013-11, *“Presentation of an Unrecognized Tax Benefit When a Net Operating Loss Carryforward, a Similar Tax Loss, or a Tax Credit Carryforward Exists”* (“ASU 2013-11”). ASU 2013-11 addresses the balance sheet presentation of an unrecognized tax benefit when a net operating loss carryforward, a similar tax loss, or a tax credit carryforward exists. ASU 2013-11 requires that an unrecognized tax benefit, or a portion of an unrecognized tax benefit, should be presented in the financial statements as a reduction to a deferred tax asset for a net operating loss carryforward, a similar tax loss, or a tax credit carryforward. The balance sheet impact from the adoption of ASU 2013-11 was not material to the Company.

The Company adopted ASU No. 2013-05, *Parent’s Accounting for the Cumulative Translation Adjustment upon Derecognition of Certain Subsidiaries or Groups of Assets within a Foreign Entity or of an Investment in a Foreign Entity*. ASU No. 2013-05 provides updated guidance to resolve diversity in practice concerning the release of the cumulative foreign currency translation adjustment into net income when a parent sells a part or all of its investment in a foreign entity or no longer holds a controlling financial interest in a subsidiary or group of assets within a foreign entity. When a company ceases to have a controlling financial interest, the company should recognize any related cumulative translation adjustment into net income only if the sale or transfer results in the complete or substantially complete liquidation of the foreign entity in which the subsidiary had resided. Upon a

partial sale, the company should release into earnings a pro rata portion of the cumulative translation adjustment. The adoption of ASU 2013-05 did not impact the Company's financial statements and will only have an impact upon the occurrence of a transaction within its scope.

*Acquisition.* On March 7, 2014, the Company acquired Software Advice, Inc., ("Software Advice"), a privately-owned company based in Austin, Texas with 120 employees. Software Advice assists customers with software purchases. At closing, the Company paid \$103.2 million in cash for 100% of the outstanding shares of Software Advice.

The Company is also obligated to pay up to an additional \$31.9 million in cash related to the acquisition. This includes \$13.5 million placed in escrow as security for potential losses. Release of the escrowed funds is also subject to the achievement of certain employment conditions. The escrow amount is considered restricted cash and is recorded in Other Assets in the Condensed Consolidated Balance Sheets. An additional \$18.4 million is payable contingent on the achievement of certain employment conditions. This amount is also subject to any indemnified losses in excess of the escrowed funds. The \$31.9 million will be expensed ratably (adjusted for any indemnified losses) over the required service periods of the relevant employees (two years) and recorded in Acquisition and integration charges in the Condensed Consolidated Statements of Operations. If the employment conditions are not met, any expense previously accrued will be reversed in the period employment terminates.

The Company's financial statements include the operating results of Software Advice beginning with the date of acquisition, which were not material to the Company's first quarter 2014 operating results. Had the Company acquired Software Advice on January 1, 2012, the impact to the Company's operating results for prior periods would not have been material, and as a result pro forma financial information for prior periods has not been presented. The Company recorded \$3.4 million of pre-tax acquisition and integration charges in the first quarter of 2014, which are classified in Acquisition and integration charges in the Condensed Consolidated Statements of Operations. Included in these charges are legal, consulting, retention, severance, and other direct acquisition and integration costs.

The Company accounts for acquisitions in accordance with the acquisition method of accounting as prescribed by FASB ASC Topic 805, *Business Combinations*. The acquisition method of accounting requires the consideration paid to be allocated to the net assets and liabilities acquired based on their estimated fair values as of the acquisition date, and any excess of the purchase price over the estimated fair value of the net assets acquired, including identifiable intangible assets, must be allocated to goodwill.

The following table summarizes the preliminary allocation of the purchase price to the fair value of the assets acquired and liabilities assumed in the acquisition (in thousands):

<b>Assets:</b>	
Cash	\$ 1,450
Fees receivable and other current assets	3,785
Property, equipment, and leasehold improvements	234
Amortizable intangible assets (1)	29,690
Goodwill (1)	70,936
<b>Total assets</b>	<b>\$ 106,095</b>
<b>Liabilities:</b>	
Accounts payable and accrued liabilities	\$ 2,875
<b>Total liabilities</b>	<b>\$ 2,875</b>

(1) See Note 6 - Goodwill and Intangible Assets for additional information.

The determination of the fair values of the amortizable intangibles required management judgment and the consideration of a number of factors, significant among them the historical financial performance of the acquired business and projected performance, estimates surrounding customer turnover, and assumptions regarding competition. The fair values of the intangibles was primarily based on discounted cash flow methodologies. Establishing the useful lives of the amortizable intangibles also required management judgment and the evaluation of a number of factors, among them projected cash flows and the likelihood of competition.

The Company considers the allocation of the purchase price to be preliminary with respect to certain tax and other contingencies. All of the recorded goodwill and intangibles from the transaction will be deductible for tax purposes over 15 years. The recorded

goodwill was included in the Company's Research segment. The Company believes the recorded goodwill is supported by the anticipated revenue synergies resulting from the combined operations.

## Note 2 — Comprehensive Income

The following tables disclose information about changes in accumulated other comprehensive income ("AOCI") by component and amounts reclassified out of AOCI to income during the period (net of tax, in thousands) (1):

For the three months ended March 31, 2014:

	Interest Rate Swap	Defined Benefit Pension Plans	Foreign Currency Translation Adjustments	Total
Balance – December 31, 2013	\$ (3,903)	\$ (1,811)	\$ 14,059	\$ 8,345
Changes during the period:				
Other comprehensive income (loss) before reclassifications	(132)	—	(278)	(410)
Reclassifications from AOCI to income (2), (3)	602	15	—	617
Other comprehensive income (loss) for the period	470	15	(278)	207
Balance – March 31, 2014	<u>\$ (3,433)</u>	<u>\$ (1,796)</u>	<u>\$ 13,781</u>	<u>\$ 8,552</u>

For the three months ended March 31, 2013:

	Interest Rate Swap	Defined Benefit Pension Plans	Foreign Currency Translation Adjustments	Total
Balance – December 31, 2012	\$ (6,010)	\$ (1,578)	\$ 13,556	\$ 5,968
Changes during the period:				
Other comprehensive income (loss) before reclassifications	(4)	17	(3,789)	(3,776)
Reclassifications from AOCI to income (2), (3)	565	6	—	571
Other comprehensive income (loss) for the period	561	23	(3,789)	(3,205)
Balance – March 31, 2013	<u>\$ (5,449)</u>	<u>\$ (1,555)</u>	<u>\$ 9,767</u>	<u>\$ 2,763</u>

(1) Amounts in parentheses represent debits (deferred losses).

(2) The reclassifications related to the interest rate swap (cash flow hedge) were recorded in Interest expense, net and exclude \$0.4 million of tax benefit reflected in the Provision for income taxes for both the three months ended March 31, 2014 and 2013. See Note 10 – Derivatives and Hedging for information regarding the hedge.

(3) The reclassifications related to defined benefit pension plans were recorded in Selling, general and administrative expense and had an immaterial tax effect for both periods. See Note 12 – Employee Benefits for information regarding the Company's defined benefit pension plans.

Note 3 — Earnings per Share

The following table sets forth the calculations of basic and diluted earnings per share (in thousands, except per share data):

	Three Months Ended	
	March 31,	
	2014	2013
<b>Numerator:</b>		
Net income used for calculating basic and diluted earnings per share	\$ 37,736	\$ 36,675
<b>Denominator:</b>		
Weighted average number of common shares used in the calculation of basic earnings per share	91,669	93,595
Common stock equivalents associated with stock-based compensation plans (1)	1,540	1,942
Shares used in the calculation of diluted earnings per share	93,209	95,537
Basic earnings per share	\$ 0.41	\$ 0.39
Diluted earnings per share	\$ 0.40	\$ 0.38

(1) Certain common stock equivalents were not included in the computation of diluted earnings per share because the effect would have been anti-dilutive. These shares totaled 0.2 million for both the three months ended March 31, 2014 and 2013.

Note 4 — Stock-Based Compensation

The Company grants stock-based compensation awards as an incentive for employees and directors to contribute to the Company's long-term success. The Company currently awards stock-settled stock appreciation rights, service-based and performance-based restricted stock units, and common stock equivalents. At March 31, 2014, the Company had 5.8 million shares of its common stock, par value \$.0005 per share (the "Common Stock"), available for awards of stock-based compensation under its 2003 Long-Term Incentive Plan.

On February 4, 2014, the Board of Directors approved a new 2014 Long-Term Incentive Plan, the adoption of which is subject to approval at the 2014 Annual Meeting of Stockholders. The 2014 plan is substantially similar to the 2003 plan. Shares remaining under the 2003 plan will be carried forward to the 2014 plan, and, in addition, the Company will seek approval for additional shares (to be determined) such that the total available shares under the 2014 plan will be within the acceptable parameters set by Institutional Shareholder Services for equity plans. The awards discussed below are available for grant under both the 2003 plan and the 2014 plan.

The Company accounts for stock-based compensation awards in accordance with FASB ASC Topics 505 and 718, as interpreted by SEC Staff Accounting Bulletins No. 107 ("SAB No. 107") and No. 110 ("SAB No. 110"). Stock-based compensation expense is based on the fair value of the award on the date of grant, which is then recognized as expense over the related service period, net of estimated forfeitures. The service period is the period over which the related service is performed, which is generally the same as the vesting period. The Company currently issues treasury shares upon the exercise, release or settlement of stock-based compensation awards.

Determining the appropriate fair value model and calculating the fair value of stock-based compensation awards requires the input of certain complex and subjective assumptions, including the expected life of the stock compensation awards and the Common Stock price volatility. In addition, determining the appropriate amount of associated periodic expense requires management to estimate the amount of employee forfeitures and the likelihood of the achievement of certain performance targets. The assumptions used in calculating the fair value of stock-based compensation awards and the associated periodic expense represent management's best estimates, but these estimates involve inherent uncertainties and the application of judgment. As a result, if factors change and the Company deems it necessary in the future to modify the assumptions it made or to use different assumptions, or if the quantity and nature of the Company's stock-based compensation awards changes, then the amount of expense may need to be adjusted and future stock-based compensation expense could be materially different from what has been recorded in the current period.

## Stock-Based Compensation Expense

The Company recognized the following amounts of stock-based compensation expense by award type and expense category in the periods indicated (in millions):

<b>Award type:</b>	<b>Three Months Ended March 31,</b>	
	<b>2014</b>	<b>2013</b>
Stock appreciation rights	\$ 1.9	\$ 1.8
Common stock equivalents	0.2	0.1
Restricted stock units	11.7	10.4
Total stock-based compensation expense (1)	\$ 13.8	\$ 12.3

  

<b>Amount recorded in:</b>	<b>Three Months Ended March 31,</b>	
	<b>2014</b>	<b>2013</b>
Cost of services and product development	\$ 5.8	\$ 5.6
Selling, general and administrative	8.0	6.7
Total stock-based compensation expense (1)	\$ 13.8	\$ 12.3

(1) Includes charges of \$7.7 million and \$7.1 million for the three months ended March 31, 2014 and 2013, respectively, for awards to retirement-eligible employees since these awards vest on an accelerated basis.

As of March 31, 2014, the Company had \$68.7 million of total unrecognized stock-based compensation cost, which is expected to be expensed over the remaining weighted-average service period of approximately 2.7 years.

## Stock-Based Compensation Awards

The following disclosures provide information regarding the Company's stock-based compensation awards, all of which are classified as equity awards in accordance with FASB ASC Topic 505:

### *Stock Appreciation Rights*

Stock-settled stock appreciation rights (SARs) permit the holder to participate in the appreciation of the Common Stock. SARs are settled in shares of Common Stock once the applicable vesting criteria have been met. SARs vest ratably over a four-year service period and expire seven years from the grant date. The fair value of SARs awards is determined on the date of grant and is recognized as compensation expense on a straight-line basis over four years. SARs have only been awarded to the Company's executive officers.

When SARs are exercised, the number of shares of Common Stock issued is calculated as follows: (1) the total proceeds from the SARs exercise (calculated as the closing price of the Common Stock on the date of exercise less the exercise price of the SARs, multiplied by the number of SARs exercised) is divided by (2) the closing price of the Common Stock as reported on the New York Stock Exchange on the exercise date. The Company withholds a portion of the shares of Common Stock issued upon exercise to satisfy minimum statutory tax withholding requirements. SARs recipients do not have any stockholder rights until after actual shares of Common Stock are issued in respect of the award, which is subject to the prior satisfaction of the vesting and other criteria relating to such grants.

The following table summarizes changes in SARs outstanding during the three months ended March 31, 2014:

	SARs (in millions)	Per Share Weighted- Average Exercise Price	Per Share Weighted- Average Grant Date Fair Value	Weighted Average Remaining Contractual Term
Outstanding at December 31, 2013	1.6	\$ 34.14	\$ 11.63	4.34 years
Granted	0.4	64.64	14.99	6.87
Forfeited	—	—	—	n/a
Exercised	—	30.15	10.56	n/a
Outstanding at March 31, 2014 (1), (2)	2.0	\$ 40.28	\$ 12.31	4.65
Vested and exercisable at March 31, 2014 (2)	1.0	\$ 29.27	\$ 10.39	3.51 years

n/a=not applicable.

(1) As of March 31, 2014, 1.0 million of the SARs outstanding were unvested. The Company expects that substantially all of these unvested awards will vest in future periods.

(2) Total SARs outstanding had an intrinsic value of \$57.0 million. SARs vested and exercisable had an intrinsic value of \$40.9 million.

The fair value of the SARs was estimated on the date of grant using the Black-Scholes-Merton valuation model with the following weighted-average assumptions:

	Three Months Ended March 31,	
	2014	2013
Expected dividend yield (1)	—%	—%
Expected stock price volatility (2)	25%	35%
Risk-free interest rate (3)	1.3%	0.8%
Expected life in years (4)	4.4	4.5

(1) The dividend yield assumption is based on the history and expectation of the Company's dividend payouts. Historically, Gartner has not paid cash dividends on its Common Stock.

(2) The determination of expected stock price volatility was based on both historical Common Stock prices and implied volatility from publicly traded options in the Common Stock.

(3) The risk-free interest rate is based on the yield of a U.S. Treasury security with a maturity similar to the expected life of the award.

(4) The expected life represents the Company's weighted-average estimate of the period of time the SARs are expected to be outstanding (defined as the period between the service inception date and the expected exercise date), which is based on historical exercise data.

#### *Restricted Stock Units*

Restricted stock units (RSUs) give the awardee the right to receive shares of Common Stock when the vesting conditions are met and the restrictions lapse, and each RSU that vests entitles the awardee to one common share. RSU awardees do not have any of the rights of a Gartner stockholder, including voting rights and the right to receive dividends and distributions, until the shares are released. The fair value of RSUs is determined on the date of grant based on the closing price of the Common Stock as reported by the New York Stock Exchange on that date. Service-based RSUs vest ratably over four years and are expensed on a straight-

line basis over four years. Performance-based RSUs are subject to the satisfaction of both performance and service conditions, vest ratably over four years, and are expensed on an accelerated basis.

The following table summarizes the changes in RSUs outstanding during the three months ended March 31, 2014:

	<b>Restricted Stock Units (RSUs) (in millions)</b>	<b>Per Share Weighted Average Grant Date Fair Value</b>
Outstanding at December 31, 2013	1.8	\$ 38.83
Granted (1)	0.5	64.66
Vested and released	(0.8)	33.61
Forfeited	—	—
Outstanding at March 31, 2014 (2), (3)	1.5	\$ 50.15

(1) The 0.5 million RSUs granted consisted of 0.2 million performance-based RSUs awarded to executives and 0.3 million service-based RSUs awarded to non-executive employees and certain board members. The 0.2 million performance-based RSUs represents the target amount of the grant for the year, which is tied to an increase in the Company's subscription-based research contract value ("CV") for 2014. The final number of performance-based RSUs that will ultimately vest for 2014 ranges from 0% to 200% of the target amount, with the final number dependent on the actual increase in CV for 2014 as measured on December 31, 2014. If the specified minimum level of achievement is not met, the performance-based RSUs will be forfeited in their entirety, and any compensation expense previously recorded will be reversed.

(2) The Company expects that substantially all of the outstanding awards will vest in future periods.

(3) The weighted-average remaining contractual term of the outstanding RSUs is approximately 1.8 years.

#### *Common Stock Equivalents*

Common stock equivalents (CSEs) are convertible into Common Stock and each CSE entitles the holder to one common share. Members of our Board of Directors receive directors' fees payable in CSEs unless they opt to receive up to 50% of the fees in cash. Generally, the CSEs have no defined term and are converted into common shares when service as a director terminates unless the director has elected an accelerated release. The fair value of the CSEs is determined on the date of grant based on the closing price of the Common Stock as reported by the New York Stock Exchange on that date. CSEs vest immediately and as a result are recorded as expense on the date of grant.

The following table summarizes the changes in CSEs outstanding during the three months ended March 31, 2014:

	<b>Common Stock Equivalents (CSEs)</b>	<b>Per Share Weighted Average Grant Date Fair Value</b>
Outstanding at December 31, 2013	102,479	\$ 17.71
Granted	2,253	70.31
Converted to common shares	(1,797)	70.31
Outstanding at March 31, 2014	102,935	\$ 17.95

#### *Employee Stock Purchase Plan*

The Company has an employee stock purchase plan (the "ESP Plan") under which eligible employees are permitted to purchase Common Stock through payroll deductions, which may not exceed 10% of an employee's compensation (or a maximum of \$23,750

in each calendar year), at a price equal to 95% of the closing price of the Common Stock as reported by the New York Stock Exchange at the end of each offering period.

At March 31, 2014, the Company had 1.2 million shares available for purchase under the ESP Plan. The ESP Plan is considered non-compensatory under FASB ASC Topic 718, and as a result the Company does not record stock-based compensation expense for employee share purchases. The Company received \$2.4 million and \$2.0 million in cash from purchases under the ESP Plan and exercises of stock options during the three months ended March 31, 2014 and 2013, respectively.

#### Note 5 — Segment Information

The Company manages its business through three reportable segments: Research, Consulting and Events. Research consists primarily of subscription-based research products, access to research inquiry, peer networking services, and membership programs. Consulting consists primarily of consulting, measurement engagements, and strategic advisory services. Events consists of various symposia, conferences, and exhibitions.

The Company evaluates reportable segment performance and allocates resources based on gross contribution margin. Gross contribution, as presented in the table below, is defined as operating income excluding certain Cost of services and product development expenses, Selling, general and administrative expense, depreciation, amortization of intangibles, and acquisition and integration charges. Certain bonus and fringe benefit costs included in consolidated Cost of services and product development are not allocated to segment expense. The accounting policies used by the reportable segments are the same as those used by the Company. There are no intersegment revenues. The Company does not identify or allocate assets, including capital expenditures, by reportable segment. Accordingly, assets are not reported by segment because the information is not available by segment and is not reviewed in the evaluation of segment performance or in making decisions in the allocation of resources.

The following tables present information about the Company's reportable segments (in thousands):

<b>Three Months Ended March 31, 2014</b>	<b>Research</b>	<b>Consulting</b>	<b>Events</b>	<b>Consolidated</b>
Revenues	\$ 348,114	\$ 84,271	\$ 14,317	\$ 446,702
Gross contribution	246,101	30,338	2,963	279,402
Corporate and other expenses				(220,232)
Operating income				<u>\$ 59,170</u>
<b>Three Months Ended March 31, 2013</b>	<b>Research</b>	<b>Consulting</b>	<b>Events</b>	<b>Consolidated</b>
Revenues	\$ 310,331	\$ 72,633	\$ 23,790	\$ 406,754
Gross contribution	215,214	22,538	7,108	244,860
Corporate and other expenses				(190,855)
Operating income				<u>\$ 54,005</u>

The following table provides a reconciliation of total segment gross contribution to net income for the periods indicated (in thousands):

	<b>Three Months Ended</b>	
	<b>March 31,</b>	
	<b>2014</b>	<b>2013</b>
Total segment gross contribution	\$ 279,402	\$ 244,860
Costs and expenses:		
Cost of services and product development - unallocated (1)	3,521	1,843
Selling, general and administrative	204,617	180,478
Depreciation and amortization	8,738	8,434
Acquisition and integration charges	3,356	100
Operating income	<u>59,170</u>	<u>54,005</u>
Interest expense and other	2,479	2,225
Provision for income taxes	18,955	15,105
Net income	<u>\$ 37,736</u>	<u>\$ 36,675</u>

(1) The unallocated amounts consist of certain bonus and related fringe costs recorded in Consolidated cost of services and product development expense that are not allocated to segment expense. The Company's policy is to only allocate bonus and related fringe charges to segments for up to 100% of the segment employee's target bonus. Amounts above 100% are absorbed by corporate.

## Note 6 — Goodwill and Intangible Assets

### Goodwill

Goodwill represents the excess of the purchase price of acquired businesses over the estimated fair value of the tangible and identifiable intangible net assets acquired. The evaluation of goodwill is performed in accordance with FASB ASC Topic 350, which requires an annual assessment of potential goodwill impairment at the reporting segment level. A reporting segment can be an operating segment or a business if discrete financial information is prepared and reviewed by management. The Company has three reporting segments: Research, Consulting, and Events.

The following table presents changes to the carrying amount of goodwill by reporting unit during the three months ended March 31, 2014 (in thousands):

	Research	Consulting	Events	Total
Balance, December 31, 2013 (1)	\$ 376,568	\$ 100,677	\$ 41,958	\$ 519,203
Addition due to acquisition (2)	70,936	—	—	70,936
Foreign currency translation adjustments	(306)	(35)	(12)	(353)
Balance, March 31, 2014	\$ 447,198	\$ 100,642	\$ 41,946	\$ 589,786

(1) The Company does not have any accumulated goodwill impairment losses.

(2) The goodwill resulted from the acquisition of Software Advice (see Note 1 for additional discussion). All of the recorded goodwill from the Software Advice acquisition has been included in the Research segment.

### Amortizable Intangible Assets

The following tables present reconciliations of the carrying amounts of amortizable intangible assets as of the dates indicated (in thousands):

March 31, 2014	Trade Name	Customer Relationships	Content	Software	Non-Compete	Total
Gross cost, December 31, 2013	\$ 6,023	10,146	3,496	2,143	\$ —	21,808
Additions due to acquisition (1)	875	17,065	—	800	10,950	29,690
Foreign currency translation adjustments	—	39	—	—	—	39
Gross cost	6,898	27,250	3,496	2,943	10,950	51,537
Accumulated amortization (2)	(5,153)	(8,719)	(1,607)	(1,320)	(201)	(17,000)
Balance, March 31, 2014	\$ 1,745	\$ 18,531	\$ 1,889	\$ 1,623	\$ 10,749	\$ 34,537

December 31, 2013	Trade Name	Customer Relationships	Content	Software	Total
Gross cost	\$ 6,023	\$ 10,146	\$ 3,496	\$ 2,143	\$ 21,808
Accumulated amortization (2)	(4,817)	(8,372)	(1,388)	(1,124)	(15,701)
Balance, December 31, 2013	\$ 1,206	\$ 1,774	\$ 2,108	\$ 1,019	\$ 6,107

(1) The additions are due to the acquisition of Software Advice (see Note 1 for additional discussion).

- (2) Intangible assets are being amortized against earnings over the following periods: Trade name—2 to 5 years; Customer relationships—4 to 7 years; Content—4 years; Software—3 years; Non-compete—5 years.

Aggregate amortization expense related to intangible assets was \$1.3 million for both the three months ended March 31, 2014 and 2013.

The estimated future amortization expense by year from amortizable intangibles is as follows (in thousands):

2014 (remaining nine months)	\$	6,420
2015		7,036
2016		5,783
2017		4,896
2018		4,668
After 2018		5,734
	<u>\$</u>	<u>34,537</u>

## Note 7 — Debt

### 2013 Credit Agreement

The Company has a credit arrangement (the “2013 Credit Agreement”) that provides for a five-year, \$150.0 million term loan and a \$600.0 million revolving credit facility. In addition, the 2013 Credit Agreement contains an expansion feature by which the term loan and revolving credit facility may be increased, at the Company’s option and under certain conditions, by up to an additional \$250.0 million in the aggregate. The term loan will be repaid in 16 consecutive quarterly installments which commenced on June 30, 2013, plus a final payment due on March 7, 2018, and may be prepaid at any time without penalty or premium (other than applicable breakage costs) at the Company’s option. The revolving credit facility may be used for loans, and up to \$40.0 million may be used for letters of credit. The revolving loans may be borrowed, repaid and re-borrowed until March 7, 2018, at which time all amounts borrowed must be repaid.

Amounts borrowed under the 2013 Credit Agreement bear interest at a rate equal to, at Gartner’s option, either (i) the greatest of: the Administrative Agent’s prime rate; the average rate on overnight federal funds plus 1/2 of 1%; and the Eurodollar rate (adjusted for statutory reserves) plus 1%, in each case plus a margin equal to between 0.25% and 0.75% depending on Gartner’s leverage ratio as of the end of the four consecutive fiscal quarters most recently ended, or (ii) the Eurodollar rate (adjusted for statutory reserves) plus a margin equal to between 1.25% and 1.75%, depending on Gartner’s leverage ratio as of the end of the four consecutive fiscal quarters most recently ended.

The 2013 Credit Agreement contains certain customary restrictive loan covenants, including, among others, financial covenants requiring a maximum leverage ratio, a minimum interest expense coverage ratio, and covenants limiting Gartner’s ability to incur indebtedness, grant liens, make acquisitions, be acquired, dispose of assets, pay dividends, repurchase stock, make capital expenditures, make investments and enter into certain transactions with affiliates. The 2013 Credit Agreement contains customary events of default that include, among others, non-payment of principal, interest or fees, inaccuracy of representations and warranties, violation of covenants, cross defaults to certain other indebtedness, bankruptcy and insolvency events, ERISA defaults, material judgments, and events constituting a change of control. The occurrence of an event of default will increase the applicable rate of interest by 2.0%, allows the lenders to terminate their obligations to lend under the 2013 Credit Agreement and could result in the acceleration of Gartner’s obligations under the credit facility and an obligation of any or all of the guarantors to pay the full amount of Gartner’s obligations under the credit facility. As of March 31, 2014, the Company was in full compliance with the loan covenants.

The following table provides information regarding the Company’s total outstanding borrowings (in thousands):

<b>Description:</b>	<b>Balance March 31, 2014</b>	<b>Balance December 31, 2013</b>
Term loans (1)	\$ 142,500	\$ 144,375
Revolver loans (1), (2)	207,500	55,625
Other (3)	5,000	5,000
Total	<u>\$ 355,000</u>	<u>\$ 205,000</u>

- (1) The contractual annual interest rate as of March 31, 2014 on both the term loan and the revolver was 1.61%, which consisted of a floating Eurodollar base rate of 0.23% plus a margin of 1.38%. However, the Company has an interest rate swap contract which converts the floating Eurodollar base rate to a 2.26% fixed base rate on the first \$200.0 million of Company borrowings (see below). As a result, the Company's annual effective interest rate on its total outstanding debt as of March 31, 2014, was 3.26%.
- (2) The Company had \$389.2 million of available borrowing capacity on the revolver (not including the expansion feature) as of March 31, 2014.
- (3) The Company borrowed \$5.0 million in 2012 through a State of Connecticut economic development program. The loan has a 10 year maturity and bears a 3.0% fixed rate of interest. Principal payments are deferred for the first five years and the loan may be repaid at any point by the Company without penalty. The loan has a principal forgiveness provision in which up to \$2.5 million of the loan may be forgiven if the Company meets certain employment targets in Connecticut during the first five years of the loan.

#### *Interest Rate Swap*

The Company has a \$200.0 million notional fixed-for-floating interest rate swap contract which it designates as a hedge of the forecasted interest payments on the Company's variable rate borrowings. Under the swap terms, the Company pays a base fixed rate of 2.26% and in return receives a floating Eurodollar base rate on \$200.0 million of notional borrowings. The swap matures in late 2015.

The Company accounts for the interest rate swap as a cash flow hedge in accordance with FASB ASC Topic 815. Since the swap is hedging forecasted interest payments, changes in the fair value of the swap are recorded in OCI as long as the swap continues to be a highly effective hedge of the designated interest rate risk. Any ineffective portion of change in the fair value of the hedge is recorded in earnings. The swap continued to be a highly effective hedge of the forecasted interest payments as of March 31, 2014. The interest rate swap had a negative fair value to the Company of \$5.7 million at March 31, 2014, which is deferred and classified in OCI, net of tax effect.

#### *Letters of Credit*

The Company had \$9.6 million of letters of credit and related guarantees outstanding at March 31, 2014. The Company enters into these instruments in the ordinary course of business to facilitate transactions with customers and others.

#### Note 8 — Equity

##### *Share Repurchase Program*

On February 4, 2014, the Company's Board of Directors authorized \$800.0 million to repurchase the Company's common stock. This authorization succeeds the Company's prior \$500.0 million share repurchase authorization, which was substantially utilized. The Company may repurchase its common stock from time to time in amounts and at prices the Company deems appropriate, subject to the availability of stock, prevailing market conditions, the trading price of the stock, the Company's financial performance and other conditions. Repurchases may be made through open market purchases, private transactions or other transactions and will be funded from cash on hand and borrowings under the Company's credit agreement.

The Company's recent share repurchase activity is presented in the following table:

	<b>Three Months Ended</b>	
	<b>March 31,</b>	
	<b>2014</b>	<b>2013</b>
Number of shares repurchased (1)	2,699,714	976,943
Cost of repurchased shares (in thousands) (2)	\$ 195,850	\$ 48,527

- (1) The average purchase price for the shares was \$70.34 and \$49.67 for the three months ended March 31, 2014 and 2013, respectively.

- (2) The cost of repurchased shares for 2014 includes payment for share repurchase transactions that occurred in late December 2013 and were settled in early January 2014.

#### Note 9 — Income Taxes

The provision for income taxes was \$19.0 million for the three months ended March 31, 2014 compared to \$15.1 million in the three months ended March 31, 2013. The effective tax rate was 33.4% for the three months ended March 31, 2014 and 29.2% for the same period in 2013. The quarter-over-quarter increase in the effective tax rate was primarily due to the impact of retroactive tax law changes enacted in the first quarter of 2013, as well as the expiration of favorable tax legislation in the fourth quarter of 2013, which had the effect of increasing the effective tax rate in 2014.

As of March 31, 2014 and December 31, 2013, the Company had gross unrecognized tax benefits of \$15.8 million and \$14.5 million, respectively. It is reasonably possible that gross unrecognized tax benefits will decrease by approximately \$4.0 million within the next 12 months, due to the anticipated closure of audits and the expiration of certain statutes of limitation. These unrecognized tax benefits relate primarily to the utilization of tax attributes, as well as certain other unrecognized tax positions, each of which are individually insignificant.

In 2013, the Internal Revenue Service commenced an audit of the Company's federal income tax returns for the 2010 and 2011 tax years. Although the final resolution of these audits is uncertain, the Company believes the ultimate disposition will not have a material adverse effect on its consolidated financial position, cash flows, or results of operations.

#### Note 10 — Derivatives and Hedging

The Company enters into a limited number of derivative contracts to offset the potentially negative economic effects of interest rate and foreign exchange movements. The Company accounts for its outstanding derivative contracts in accordance with FASB ASC Topic 815, which requires all derivatives, including derivatives designated as accounting hedges, to be recorded on the balance sheet at fair value. The following tables provide information regarding the Company's outstanding derivatives contracts as of the dates indicated (in thousands, except for number of outstanding contracts):

March 31, 2014

Derivative Contract Type	Number of Outstanding Contracts	Notional Amounts	Fair Value Asset (Liability), Net (3)	Balance Sheet Line Item	Unrealized Loss Recorded in OCI
Interest rate swap (1)	1	\$ 200,000	\$ (5,720)	Other liabilities	\$ (3,433)
Foreign currency forwards (2)	22	10,270	(5)	Accrued liabilities	—
Total	23	\$ 210,270	\$ (5,725)		\$ (3,433)

December 31, 2013

Derivative Contract Type	Number of Outstanding Contracts	Notional Amounts	Fair Value Asset (Liability), Net (3)	Balance Sheet Line Item	Unrealized Loss Recorded in OCI
Interest rate swap (1)	1	\$ 200,000	\$ (6,505)	Other liabilities	\$ (3,903)
Foreign currency forwards (2)	89	61,325	(60)	Accrued liabilities	—
Total	90	\$ 261,325	\$ (6,565)		\$ (3,903)

- (1) This swap has been designated, and is accounted for, as a cash flow hedge of the forecasted interest payments on borrowings (see Note 7 — Debt). As a result, changes in fair value of this swap are deferred and are recorded in OCI, net of tax effect.

- (2) The Company has foreign exchange transaction risk since it typically enters into transactions in the normal course of business that are denominated in foreign currencies that differ from the local functional currency. The Company enters into short-term foreign currency forward exchange contracts to offset the economic effects of these foreign currency transaction risks. These forward exchange contracts are accounted for at fair value with realized and unrealized gains and losses recognized in Other expense, net. Substantially all of the contracts outstanding at March 31, 2014 matured by the end of April 2014.

- (3) See Note 11 — Fair Value Disclosures for the determination of the fair value of these instruments.

The Company's derivative counterparties are all large investment grade financial institutions. The Company did not have any collateral arrangements with its derivative counterparties, and none of the derivative contracts contained credit-risk guarantees.

The following table provides information regarding derivative gains and losses that have been recognized in the Condensed Consolidated Statements of Operations for the periods indicated (in thousands):

<b>Amount recorded in:</b>	<b>Three Months Ended</b>	
	<b>March 31,</b>	
	<b>2014</b>	<b>2013</b>
Interest expense, net (1)	\$ 1,004	\$ 940
Other expense (income), net (2)	(114)	73
<b>Total expense, net</b>	<b>\$ 890</b>	<b>\$ 1,013</b>

(1) Consists of interest expense from an interest rate swap contract.

(2) Consists of realized and unrealized gains and losses on foreign currency forward contracts.

#### Note 11 — Fair Value Disclosures

The Company's financial instruments include cash equivalents, fees receivable from customers, accounts payable, and accruals which are normally short-term in nature. The Company believes the carrying amounts of these financial instruments reasonably approximate their fair value due to their short-term nature. The Company's financial instruments also include its outstanding borrowings. The Company believes the carrying amount of the outstanding borrowings reasonably approximates their fair value since the rate of interest on the borrowings reflect current market rates of interest for similar instruments with comparable maturities.

FASB ASC Topic 820 provides a framework for the measurement of fair value and a valuation hierarchy based upon the transparency of inputs used in the valuation of assets and liabilities. Classification within the hierarchy is based upon the lowest level of input that is significant to the resulting fair value measurement. The valuation hierarchy contains three levels. Level 1 measurements consist of quoted prices in active markets for identical assets or liabilities. Level 2 measurements include significant other observable inputs such as quoted prices for similar assets or liabilities in active markets; identical assets or liabilities in inactive markets; observable inputs such as interest rates and yield curves; and other market-corroborated inputs. Level 3 measurements include significant unobservable inputs, such as internally-created valuation models.

The Company has a limited number of assets and liabilities recorded in its Consolidated Balance Sheets that are remeasured to fair value on a recurring basis, and the Company does not currently utilize Level 3 valuation inputs to remeasure any of its assets or liabilities. In addition, the Company typically does not transfer assets or liabilities between different levels of the fair value hierarchy.

The Company's assets and liabilities remeasured to fair value are presented in the following table for the periods indicated (in thousands):

<b>Description:</b>	<b>Fair Value</b>	<b>Fair Value</b>
	<b>March 31,</b>	<b>December 31,</b>
	<b>2014</b>	<b>2013</b>
<b>Assets:</b>		
Deferred compensation plan assets (1)	\$ 33,245	\$ 32,555
Foreign currency forward contracts (2)	21	116
	<b>\$ 33,266</b>	<b>\$ 32,671</b>
<b>Liabilities:</b>		
Deferred compensation plan liabilities (1)	\$ 37,395	\$ 36,410
Foreign currency forward contracts (2)	26	176
Interest rate swap contract (3)	5,720	6,505
	<b>\$ 43,141</b>	<b>\$ 43,091</b>

- 
- (1) The Company has a deferred compensation plan for the benefit of certain highly compensated employees. The assets consist of investments in money market and mutual funds, and company-owned life insurance contracts, all of which are valued based on Level 1 or Level 2 valuation inputs. The related deferred compensation plan liabilities are recorded at fair value, or the estimated amount needed to settle the liability, which the Company also considers to be based on a Level 2 input.
  - (2) The Company enters into foreign currency forward exchange contracts to hedge the effects of adverse fluctuations in foreign currency exchange rates. Valuation of the foreign currency forward contracts is based on observable foreign currency exchange rates in active markets, which the Company considers a Level 2 input.
  - (3) The Company has an interest rate swap contract which hedges the forecasted interest payments on its borrowings (see Note 7 — Debt). To determine the fair value of this over-the-counter financial instrument, the Company relies on a mark-to-market valuation prepared by a third-party broker. The valuation is based on observable interest rates from recently executed market transactions or broker quotes corroborated by other observable market data. Accordingly, the fair value of the swap is determined under a Level 2 input. The Company independently corroborates the reasonableness of the swap valuation prepared by the third-party broker through the use of an electronic quotation service.

#### Note 12 — Employee Benefits

##### *Defined Benefit Pension Plans*

The Company has defined-benefit pension plans in several of its international locations. Benefits paid under these plans are based on years of service and level of employee compensation. The Company's defined benefit pension plans are accounted for in accordance with FASB ASC Topics 715 and 960. Net periodic pension expense was \$0.7 million and \$0.8 million for the three months ended March 31, 2014 and 2013, respectively.

#### Note 13 — Commitments and Contingencies

##### *Contingencies*

The Company is involved in legal proceedings and litigation arising in the ordinary course of business. We believe that the potential liability, if any, in excess of amounts already accrued from all proceedings, claims and litigation will not have a material effect on our financial position, cash flows, or results of operations when resolved in a future period.

The Company has various agreements that may obligate us to indemnify the other party with respect to certain matters. Generally, these indemnification clauses are included in contracts arising in the normal course of business under which we customarily agree to hold the other party harmless against losses arising from a breach of representations related to such matters as title to assets sold and licensed or certain intellectual property rights. It is not possible to predict the maximum potential amount of future payments under these indemnification agreements due to the conditional nature of the Company's obligations and the unique facts of each particular agreement. Historically, payments made by us under these agreements have not been material. As of March 31, 2014, the Company did not have any material payment obligations under any such indemnification agreements.

## ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The purpose of the following Management's Discussion and Analysis ("MD&A") is to help facilitate the understanding of significant factors influencing the quarterly operating results, financial condition and cash flows of Gartner, Inc. Additionally, the MD&A also conveys our expectations of the potential impact of known trends, events or uncertainties that may impact future results. You should read this discussion in conjunction with our condensed consolidated financial statements and related notes included in this report and in our Annual Report on Form 10-K for the year ended December 31, 2013 (the "2013 10-K"). Historical results and percentage relationships are not necessarily indicative of operating results for future periods. References to "Gartner," "the Company," "we," "our," and "us" in this MD&A are to Gartner, Inc. and its consolidated subsidiaries.

### Forward-Looking Statements

In addition to historical information, this Quarterly Report contains certain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Forward-looking statements are any statements other than statements of historical fact, including statements regarding our expectations, beliefs, hopes, intentions or strategies regarding the future. In some cases, forward-looking statements can be identified by the use of words such as "may," "will," "expect," "should," "could," "believe," "plan," "anticipate," "estimate," "predict," "potential," "continue," or other words of similar meaning.

Forward-looking statements are subject to risks and uncertainties that could cause actual results to differ materially from those discussed in, or implied by, the forward-looking statements. Factors that might cause such a difference include, but are not limited to, those discussed in "Factors That May Affect Future Performance" and elsewhere in this Quarterly Report and in the 2013 10-K. Readers should not place undue reliance on these forward-looking statements, which reflect management's opinion only as of the date on which they were made. Except as required by law, we disclaim any obligation to review or update these forward-looking statements to reflect events or circumstances as they occur. Readers should review carefully any risk factors described in the 2013 10-K.

### BUSINESS OVERVIEW

Gartner, Inc. is the world's leading information technology research and advisory company that helps executives use technology to build, guide and grow their enterprises. We offer independent and objective research and analysis on the information technology, computer hardware, software, communications and related technology industries. We provide comprehensive coverage of the IT industry to thousands of client organizations across the globe. Our client base consists primarily of CIOs and other senior IT and executives from a wide variety of business enterprises, government agencies and the investment community. Founded in 1979, Gartner is headquartered in Stamford, Connecticut, U.S.A., and as of March 31, 2014, we had 6,136 associates, including 1,479 research analysts and consultants, and clients in 85 countries.

We have three business segments: Research, Consulting and Events.

- **Research** provides objective insight on critical and timely technology and supply chain initiatives for CIOs, other IT professionals, supply chain leaders, technology companies and the investment community through reports, briefings, proprietary tools, access to our analysts, peer networking services, and membership programs that enable our clients to make better decisions about their IT and supply chain investments.
- **Consulting** provides customized solutions to unique client needs through on-site, day-to-day support, as well as proprietary tools for measuring and improving IT performance with a focus on cost, performance, efficiency, and quality.
- **Events** provide IT, supply chain, and business professionals the opportunity to attend various symposia, conferences and exhibitions to learn, contribute and network with their peers. From our flagship event Symposium/ITxpo, to Summits focused on specific technologies and industries, to experimental workshop-style Seminars, our events distill the latest Gartner research into applicable insight and advice.

For more information regarding Gartner and our products and services, visit [www.gartner.com](http://www.gartner.com).

## BUSINESS MEASUREMENTS

We believe the following business measurements are important performance indicators for our business segments:

BUSINESS SEGMENT	BUSINESS MEASUREMENTS
Research	<p><b>Contract value</b> represents the value attributable to all of our subscription-related research products that recognize revenue on a ratable basis. Contract value is calculated as the annualized value of all subscription research contracts in effect at a specific point in time, without regard to the duration of the contract.</p> <p><b>Client retention rate</b> represents a measure of client satisfaction and renewed business relationships at a specific point in time. Client retention is calculated on a percentage basis by dividing our current clients, who were also clients a year ago, by all clients from a year ago. Client retention can be calculated on both an enterprise and organization level. Enterprise level represents a single company or customer whereas an organization is a buying center within an enterprise, such as a location or department. A single enterprise may have multiple organizations.</p> <p><b>Wallet retention rate</b> represents a measure of the amount of contract value we have retained with clients over a twelve-month period. Wallet retention is calculated on a percentage basis by dividing the contract value of clients, who were clients one year earlier, by the total contract value from a year earlier, excluding the impact of foreign currency exchange. When wallet retention exceeds client retention, it is an indication of retention of higher-spending clients, or increased spending by retained clients, or both. Wallet retention can also be calculated on both an enterprise and organization level.</p>
Consulting	<p><b>Consulting backlog</b> represents future revenue to be derived from in-process consulting, measurement and strategic advisory services engagements.</p> <p><b>Utilization rate</b> represents a measure of productivity of our consultants. Utilization rates are calculated for billable headcount on a percentage basis by dividing total hours billed by total hours available to bill.</p> <p><b>Billing Rate</b> represents earned billable revenue divided by total billable hours.</p> <p><b>Average annualized revenue per billable headcount</b> represents a measure of the revenue generating ability of an average billable consultant and is calculated periodically by multiplying the average billing rate per hour times the utilization percentage times the billable hours available for one year.</p>
Events	<p><b>Number of events</b> represents the total number of hosted events completed during the period.</p> <p><b>Number of attendees</b> represents the total number of people who attend events.</p>

## EXECUTIVE SUMMARY OF OPERATIONS AND FINANCIAL POSITION

We have executed a consistent growth strategy since 2005 to drive double-digit revenue and earnings growth. The fundamentals of our strategy are to create extraordinary research insight, deliver innovative and highly differentiated product offerings, build a strong sales capability, provide world class client service with a focus on client engagement and retention, and continuously improve our operational effectiveness.

We had total revenues of \$446.7 million in the first quarter of 2014, an increase of 10% compared to the first quarter of 2013 on both a reported basis and adjusted for foreign exchange impact. Revenues increased by double-digits in our Research and Consulting segments. Revenue declined in our Events business due to a shift in our events calendar, as 3 large events and one smaller event held in the first quarter of 2013 were moved to the second quarter of 2014. For a more complete discussion of our results by segment, see Segment Results below. We had net income of \$37.7 million in the first quarter of 2014, an increase of 3% compared to first quarter 2013. Diluted earnings per share was \$0.40 per share in first quarter of 2014 compared to \$0.38 per share in first quarter 2013.

Our operating cash flow was \$16.5 million for the three months ended March 31, 2014 compared to \$19.7 million for the same period in 2013, and we had \$283.3 million of cash and cash equivalents at March 31, 2014. We believe that our liquidity is adequate to fund our current plans. We continue to enhance shareholder value through our share repurchase plan, and we repurchased 2.7 million shares of our Common Stock during the three months ended March 31, 2014.

## CRITICAL ACCOUNTING POLICIES AND ESTIMATES

The preparation of financial statements requires the application of appropriate accounting policies and the use of estimates. Our significant accounting policies are described in Note 1 in the Notes to Consolidated Financial Statements of Gartner, Inc. contained in the 2013 10-K. Management considers the policies discussed below to be critical to an understanding of our financial statements because their application requires complex and subjective management judgments and estimates. Specific risks for these critical accounting policies are also described below.

The preparation of our financial statements requires us to make estimates and assumptions about future events. We develop our estimates using both current and historical experience, as well as other factors, including the general economic environment and actions we may take in the future. We adjust such estimates when facts and circumstances dictate. However, our estimates may involve significant uncertainties and judgments and cannot be determined with precision. In addition, these estimates are based on our best judgment at a point in time and as such these estimates may ultimately differ materially from actual results. On-going changes in our estimates could be material and would be reflected in the Company's consolidated financial statements in future periods.

Our critical accounting policies are as follows:

**Revenue recognition** — Revenue is recognized in accordance with the requirements of U.S. GAAP as well as SEC Staff Accounting Bulletins No. 101, Revenue Recognition in Financial Statements ("SAB 101"), and SEC Staff Accounting Bulletin No. 104, Revenue Recognition ("SAB 104"). Revenue is only recognized once all required criteria for revenue recognition have been met. Revenue by significant source is accounted for as follows:

- Research revenues are derived from subscription contracts for research products and are deferred and recognized ratably over the applicable contract term. Fees from research reprints are recognized when the reprint is delivered.
- Consulting revenues are principally generated from fixed fee and time and material engagements. Revenues from fixed fee contracts are recognized on a proportional performance basis. Revenues from time and materials engagements are recognized as work is delivered and/or services are provided. Revenues related to contract optimization contracts are contingent in nature and are only recognized upon satisfaction of all conditions related to their payment.
- Events revenues are deferred and then recognized upon the completion of the related symposium, conference or exhibition.

The majority of research contracts are billable upon signing, absent special terms granted on a limited basis from time to time. All research contracts are non-cancelable and non-refundable, except for government contracts that may have cancellation or fiscal funding clauses. It is our policy to record the entire amount of the contract that is billable as a fee receivable at the time the contract is signed with a corresponding amount as deferred revenue, since the contract represents a legally enforceable claim.

**Uncollectible fees receivable** — We maintain an allowance for losses which is composed of a bad debt allowance and a sales reserve. Provisions are charged against earnings, either as a reduction in revenues or an increase to expense. The measurement of likely and probable losses and the allowance for losses is based on historical loss experience, aging of outstanding receivables, an assessment of current economic conditions and the financial health of specific clients. This evaluation is inherently judgmental and requires estimates. These valuation reserves are periodically re-evaluated and adjusted as more information about the ultimate collectability of fees receivable becomes available. Circumstances that could cause our valuation reserves to increase include changes in our clients' liquidity and credit quality, other factors negatively impacting our clients' ability to pay their obligations as they come due, and the effectiveness of our collection efforts.

The following table provides our total fees receivable and the related allowance for losses as of the dates indicated (in thousands):

	March 31, 2014	December 31, 2013
Total fees receivable	\$ 504,097	\$ 497,923
Allowance for losses	(7,100)	(7,000)
Fees receivable, net	\$ 496,997	\$ 490,923

**Goodwill and other intangible assets** — Goodwill represents the excess of the purchase price of acquired businesses over the estimated fair value of the tangible and identifiable intangible net assets acquired. Goodwill is not amortized against earnings, but is periodically evaluated for impairment in accordance with FASB ASC Topic 350, which requires goodwill to be assessed for impairment at least annually and whenever events or changes in circumstances indicate that the carrying value may not be recoverable. In addition, an impairment evaluation of our amortizable intangible assets may also be performed on a periodic basis should events or circumstances indicate potential impairment. If we determine that the fair value of a reporting unit or an intangible asset is less than its related carrying amount, we must recognize an impairment charge against earnings. Among the factors we consider important that could trigger an impairment review are the following:

- Significant under-performance relative to historical or projected future operating results;
- Significant changes in the manner of our use of acquired assets or the strategy for our overall business;
- Significant negative industry or general economic trends;
- Significant decline in our stock price for a sustained period; and
- Our market capitalization relative to net book value.

The determination of the estimated fair value of our reporting units, whether based on a quantitative or qualitative assessment, contains judgments and assumptions regarding future trends and events, with both the precision and reliability of the resulting estimates subject to uncertainty. As a result, if the Company deems it necessary in the future to modify its judgments and assumptions, or if actual results are materially different from our expectations, then the estimated reporting unit values could change, potentially resulting in goodwill impairment charges in future periods. We completed the required annual goodwill impairment assessment as of September 30, 2013 utilizing a qualitative approach and concluded that the fair values of our reporting units continued to exceed their respective carrying amounts.

**Accounting for income taxes** — We estimate our income taxes in each of the jurisdictions where we operate. This process involves estimating our current tax expense together with assessing temporary differences resulting from differing treatment of items for tax and accounting purposes. These differences result in deferred tax assets and liabilities, which are included within our consolidated balance sheets. We record a valuation allowance to reduce our deferred tax assets when future realization is in question. We consider the availability of loss carryforwards, existing deferred tax liabilities, future taxable income and ongoing prudent and feasible tax planning strategies in assessing the need for the valuation allowance. In the event we determine that we are able to realize our deferred tax assets in the future in excess of the net recorded amount, an adjustment is made to reduce the valuation allowance and increase income in the period such determination is made. Likewise, if we determine that we will not be able to realize all or part of our net deferred tax asset in the future, an adjustment to the valuation allowance is charged against income in the period such determination is made.

**Accounting for stock-based compensation** — The Company accounts for stock-based compensation in accordance with FASB ASC Topics 505 and 718, as interpreted by SEC Staff Accounting Bulletins No. 107 (“SAB No. 107”) and No. 110 (“SAB No. 110”). The Company recognizes stock-based compensation expense, which is based on the fair value of the award on the date of grant, over the related service period, net of estimated forfeitures (see Note 4 — Stock-Based Compensation in the Notes to the Condensed Consolidated Financial Statements).

Determining the appropriate fair value model and calculating the fair value of stock-based compensation awards requires the input of certain complex and subjective assumptions, including the expected life of the stock-based compensation awards and the Company’s Common Stock price volatility. In addition, determining the appropriate amount of associated periodic expense requires management to estimate the rate of employee forfeitures and the likelihood of the achievement of certain performance targets. The assumptions used in calculating the fair value of stock-based compensation awards and the associated periodic expense represent management’s best estimates, but these estimates involve inherent uncertainties and the application of judgment. As a

result, if factors change and the Company deems it necessary in the future to modify the assumptions it made or to use different assumptions, or if the quantity and nature of the Company's stock-based compensation awards changes, then the amount of periodic stock-based compensation expense may need to be adjusted which could be materially different from what has been recorded in the current period.

**Restructuring and other accruals** — We may record accruals for severance costs, costs associated with excess facilities that we have leased, contract terminations, asset impairments, the integration of acquired businesses, and other costs as a result of on-going actions we undertake to streamline our organization, reposition certain businesses and reduce ongoing costs, or acquire other companies. Estimates of costs to be incurred to complete these actions, such as future lease payments, sublease income, the fair value of assets, and severance and related benefits, are based on assumptions at the time the actions are initiated. These accruals may need to be adjusted to the extent actual costs differ from such estimates. In addition, these actions may be revised due to changes in business conditions that we did not foresee at the time such plans were approved. We also record accruals during the year for our various employee cash incentive programs. Amounts accrued at the end of each reporting period are based on our estimates and may require adjustment as the ultimate amount paid for these incentives are sometimes not known with certainty until the end of our fiscal year.

## RESULTS OF OPERATIONS

### Overall Results

The following tables summarize the changes in selected income and expense lines in our interim Condensed Consolidated Statements of Operations for the periods indicated (in thousands):

	Three Months Ended March 31, 2014	Three Months Ended March 31, 2013	Income Increase (Decrease) \$	Increase (Decrease) %
Total revenues	\$ 446,702	\$ 406,754	\$ 39,948	10 %
Costs and expenses:				
Cost of services and product development	170,821	163,737	(7,084)	(4)
Selling, general and administrative	204,617	180,478	(24,139)	(13)
Depreciation	7,459	7,100	(359)	(5)
Amortization of intangibles	1,279	1,334	55	4
Acquisition and integration charges	3,356	100	(3,256)	>-100%
Operating income	59,170	54,005	5,165	10
Interest expense, net	(2,250)	(2,436)	186	8
Other (expense) income, net	(229)	211	(440)	>-100
Provision for income taxes	18,955	15,105	(3,850)	(25)
Net income	\$ 37,736	\$ 36,675	\$ 1,061	3 %

Total revenues for the three months ended March 31, 2014 increased to \$446.7 million, an increase of 10% compared to the three months ended March 31, 2013. Excluding the impact of foreign exchange, revenues also increased 10% over 2013. Please refer to the section of this MD&A below entitled "Segment Results" for a discussion of revenues and results by segment.

Cost of services and product development increased \$7.1 million, or 4%, in the first quarter of 2014 compared to the first quarter of 2013. The increase was primarily due to \$12.0 million in higher payroll and related benefits costs due to increased headcount and merit salary increases. The higher payroll and benefit expense was partially offset by a decrease of \$5.0 million in conference expense in the 2014 quarter due to a lower number of events held in the quarter. The impact of foreign currency translation was not significant. Cost of services and product development as a percentage of revenues was 38% and 40% for the first quarter of 2014 and 2013, respectively.

Selling, general and administrative ("SG&A") expense increased \$24.1 million, or 13% quarter-over-quarter. The increase was primarily due to \$22.0 million in higher payroll costs. The impact of foreign currency was not significant. The higher payroll costs resulted from additional headcount, higher sales commissions, and merit salary increases. The increased headcount includes our investment in additional quota-bearing sales associates, which increased 16% compared to March 31, 2013, to 1,698 at March 31, 2014.

Depreciation expense increased 5% in the three months ended March 31, 2014 compared to the same period in 2013 due to additional capital expenditures.

Amortization of intangibles decreased slightly quarter-over-quarter as certain intangibles became fully amortized.

Acquisition and integration charges include legal, consulting, retention, severance, and other costs directly related to acquisitions. These costs were \$3.4 million and \$0.1 million for the three months ended March 31, 2014 and 2013, respectively.

Operating income increased \$5.2 million, or 10%, quarter-over-quarter. Operating income as a percentage of revenues was 13% for both periods.

Interest expense, net declined 8% quarter-over-quarter which was primarily due to a write-off of capitalized debt issuance costs related to our debt refinancing in the 2013 quarter.

Other expense, net primarily consists of net foreign currency exchange gains and losses.

The provision for income taxes was \$19.0 million for the three months ended March 31, 2014 compared to \$15.1 million in the three months ended March 31, 2013. The effective tax rate was 33.4% for the three months ended March 31, 2014 and 29.2% for the same period in 2013. The quarter-over-quarter increase in the effective tax rate was primarily due to the impact of retroactive tax law changes enacted in the first quarter of 2013, as well as the expiration of favorable tax legislation in the fourth quarter of 2013, which had the effect of increasing the effective tax rate in 2014.

Net income increased 3% quarter-over-quarter while diluted earnings per share increased by 5% due to the higher net income and to a lesser extent, a lower number of weighted average shares outstanding due to share repurchases.

## SEGMENT RESULTS

We evaluate reportable segment performance and allocate resources based on gross contribution margin. Gross contribution is defined as operating income excluding certain Cost of services and product development charges, SG&A expenses, Depreciation, Acquisition and integration charges, and Amortization of intangibles. Gross contribution margin is defined as gross contribution as a percentage of revenues.

The following sections present the results of our three business segments:

### Research

	<b>As Of And For The Three Months Ended March 31, 2014</b>	<b>As Of And For The Three Months Ended March 31, 2013</b>	<b>Increase (Decrease)</b>	<b>Percentage Increase (Decrease)</b>
<b>Financial Measurements:</b>				
Revenues (1)	\$ 348,114	\$ 310,331	\$ 37,783	12%
Gross contribution (1)	\$ 246,101	\$ 215,214	\$ 30,887	14%
Gross contribution margin	71%	69%	2 points	—
<b>Business Measurements:</b>				
Contract value (1)	\$ 1,408,200	\$ 1,269,200	\$ 139,000	11%
Client retention - organization level	82%	82%	—	—
Client retention - enterprise level	84%	84%	—	—
Wallet retention - organization level	99%	98%	1 point	—
Wallet retention - enterprise level	104%	105%	(1) point	—

(1) Dollars in thousands.

Research segment revenues increased 12% quarter-over-quarter on a reported basis and 13% excluding the foreign exchange impact. The segment gross contribution margin increased by 2 points, to 71%, due to the higher revenues and the operating leverage in this business. Research contract value at March 31, 2014 increased 11% compared to March 31, 2013 and increased 13% excluding the foreign exchange impact. Contract value increased by double-digits across all of the Company's geographic regions and almost all client sizes.

Consulting

	As Of And For The Three Months Ended March 31, 2014	As Of And For The Three Months Ended March 31, 2013	Increase (Decrease)	Percentage Increase (Decrease)
<b>Financial Measurements:</b>				
Revenues (1)	\$ 84,271	\$ 72,633	\$ 11,638	16 %
Gross contribution (1)	\$ 30,338	\$ 22,538	\$ 7,800	35 %
Gross contribution margin	36%	31%	5 points	—
<b>Business Measurements:</b>				
Backlog (1)	\$ 111,400	\$ 97,500	\$ 13,900	14 %
Billable headcount	512	528	(16)	(3)%
Consultant utilization	64%	65%	(1) point	—
Average annualized revenue per billable headcount (1)	\$ 421	\$ 404	\$ 17	4 %

(1) Dollars in thousands.

Consulting revenues increased 16% quarter-over-quarter. The impact of foreign exchange was not significant. The majority of the revenue increase was in our contract optimization business, which can fluctuate from period-to-period. Revenue in our core consulting business increased 5% quarter-over-quarter. The gross contribution margin increased by 5 points, primarily driven by the higher revenue in the contract optimization business. Backlog was \$111.4 million at March 31, 2014, a 14% increase compared to March 31, 2013.

Events

	As Of And For The Three Months Ended March 31, 2014	As Of And For The Three Months Ended March 31, 2013	Increase (Decrease)	Percentage Increase (Decrease)
<b>Financial Measurements:</b>				
Revenues (1)	\$ 14,317	\$ 23,790	\$ (9,473)	(40)%
Gross contribution (1)	\$ 2,963	\$ 7,108	\$ (4,145)	(58)%
Gross contribution margin	21%	30%	(9) points	—
<b>Business Measurements:</b>				
Number of events	8	12	(4)	(33)%
Number of attendees	3,394	5,788	(2,394)	(41)%

(1) Dollars in thousands.

Events revenues decreased 40% quarter-over-quarter due to a significant shift in our events calendar, as three large, mature events and one smaller event that were held in the first quarter of 2013 have been moved to the second quarter of 2014, and no events were moved into the first quarter of 2014. The shift of these events also caused the 9 point drop in the gross contribution margin. The three large events were held in April 2014, and revenue from these events increased 39% compared to the prior year, to \$12.8 million.

Of the 8 events held in both the first quarter of 2014 and 2013, revenues increased by \$1.7 million, or 19%, in the first quarter of 2014 compared to the same quarter in 2013. The number of attendees increased 13% at these ongoing events and exhibitors increased 3%, while average revenue per attendee increased by 12% and exhibitors increased by 10%.

## LIQUIDITY AND CAPITAL RESOURCES

We finance our operations primarily through cash generated from our on-going operating activities. At March 31, 2014, we had \$283.3 million of cash and cash equivalents and \$389.2 million of available borrowing capacity under our revolving credit facility (without the expansion feature). Our cash and cash equivalents are held in numerous locations throughout the world, with approximately 85% held outside the United States at March 31, 2014. We believe that we have adequate liquidity and that the cash we expect to earn from our on-going operating activities, our existing cash balances, and the borrowing capacity we have under our revolving credit facility will be sufficient for our currently anticipated needs.

The following table summarizes the changes in the Company's cash and cash equivalents (in thousands):

	<b>Three Months Ended March 31, 2014</b>	<b>Three Months Ended March 31, 2013</b>	<b>Cash Increase (Decrease)</b>
Cash provided by operating activities	\$ 16,470	\$ 19,693	\$ (3,223)
Cash used in investing activities	(124,455)	(9,648)	(114,807)
Cash used by financing activities	(32,276)	(36,906)	4,630
Net increase in cash and cash equivalents	(140,261)	(26,861)	(113,400)
Effects of exchange rates	(445)	(3,928)	3,483
Beginning cash and cash equivalents	423,990	299,852	124,138
Ending cash and cash equivalents	<u>\$ 283,284</u>	<u>\$ 269,063</u>	<u>\$ 14,221</u>

### *Operating*

Operating cash flow decreased by \$3.2 million, or 16%, when comparing the three months ended March 31, 2014 to the same period in 2013. The decrease was primarily due to higher cash payments for bonus and commissions in the 2014 period.

### *Investing*

We used an additional \$114.8 million of cash in our investing activities in the three months ended March 31, 2014 compared to the three months ended March 31, 2013 due to the acquisition of Software Advice, with \$101.8 million paid at closing and an additional \$13.5 million placed in escrow. Slightly offsetting the cash used for Software Advice was a decline of \$0.5 million in capital expenditures in the 2014 period.

### *Financing*

We used \$32.3 million of cash in our financing activities in the three months ended March 31, 2014 period compared to \$36.9 million of cash used in the same period of 2013. During the 2014 period the Company used \$196.0 million of cash for share repurchases, which was substantially offset by \$164.0 million of proceeds from debt issuance, stock option proceeds, and excess tax benefits from stock compensation plans. The Company used \$49.0 million of cash in the 2013 period for share repurchases and \$3.0 million for debt refinancing fees, which was partially offset by \$15.0 million of net proceeds from stock options and excess tax benefits.

## OBLIGATIONS AND COMMITMENTS

### *2013 Credit Agreement*

The Company has a five-year credit arrangement which it entered into in March 2013 that provides for a \$150.0 million term loan and a \$600.0 million revolving credit facility (the "2013 Credit Agreement"). Under the revolving credit facility, amounts may be borrowed, repaid, and re-borrowed through the maturity date of the agreement in March 2018. The credit arrangement contains an expansion feature by which the term loan and revolving credit facility may be increased, at the Company's option and under certain conditions, up to an additional \$250.0 million in the aggregate. The Company had \$200.0 million outstanding under the 2013 Credit Agreement as of March 31, 2014, which included \$142.5 million outstanding under the term loan and \$207.5 million outstanding under the revolver.

The term loan will be repaid in 16 consecutive quarterly installments which commenced on June 30, 2013, plus a final payment due on March 7, 2018, and may be prepaid at any time without penalty or premium at the Company's option. The revolving credit facility may be used for loans, and up to \$40.0 million may be used for letters of credit. The revolving loans may be borrowed, repaid and re-borrowed until March 7, 2018, at which time all amounts borrowed must be repaid. See Note 7 — Debt herein in the Notes to the Condensed Consolidated Financial Statements for additional information regarding the 2013 Credit Agreement.

#### *Off-Balance Sheet Arrangements*

Through March 31, 2014, we have not entered into any off-balance sheet arrangements or transactions with unconsolidated entities or other persons.

### **BUSINESS AND TRENDS**

Our quarterly and annual revenues, operating income, and cash flows fluctuate as a result of many factors, including: the timing of our Symposium/ITxpo series that normally occurs during the fourth calendar quarter, as well as our other events; the amount of new business generated; the mix of domestic and international business; domestic and international economic conditions; changes in market demand for our products and services; changes in foreign currency rates; the timing of the development, introduction and marketing of new products and services; competition in the industry; the payment of performance compensation; and other factors. The potential fluctuations in our operating income could cause period-to-period comparisons of operating results not to be meaningful and could provide an unreliable indication of future operating results.

### **FACTORS THAT MAY AFFECT FUTURE PERFORMANCE**

We operate in a very competitive and rapidly changing environment that involves numerous risks and uncertainties, some of which are beyond our control. A description of the risk factors associated with our business is included under "Risk Factors" contained in Item 1A. of our 2013 Annual Report on Form 10-K which is incorporated herein by reference.

### **RECENTLY ISSUED ACCOUNTING STANDARDS**

Accounting rules issued by the various U.S. standard setting and governmental authorities that have not yet become effective and may impact our Consolidated Financial Statements in future periods are described below, together with our assessment of the potential impact they may have on our Consolidated Financial Statements and related disclosures in future periods:

#### *Discontinued Operations*

On April 10, 2014, the FASB issued Accounting Standards Update (ASU) No. 2014-08, *Reporting Discontinued Operations and Disclosures of Disposals of Components of an Entity*, which changes the criteria for determining which disposal transactions can be presented as discontinued operations and modifies related disclosure requirements. Under the new guidance, a discontinued operation is defined as a disposal of a component or group of components that is disposed of or is classified as held for sale and represents a strategic shift that has (or will have) a major effect on an entity's operations and financial results.

The standard states that a strategic shift could include a disposal of (i) a major geographical area of operations, (ii) a major line of business, (iii) a major equity method investment, or (iv) other major parts of an entity. Although major is not defined, the standard provides examples of when a disposal qualifies as a discontinued operation. A business activity that upon acquisition qualifies as held for sale will also be a discontinued operation. The standard no longer precludes presentation as a discontinued operation if (i) there are operations and cash flows of the component that have not been eliminated from the reporting entity's ongoing operations, or (ii) there is significant continuing involvement with a component after its disposal. The standard also introduces new disclosure requirements.

The Company must adopt the new rule on a prospective basis on January 1, 2015. However, early adoption is permitted. We are currently reviewing the requirements of ASU 2014-08, which will only impact the Company's financial statements upon the occurrence of a future disposal transaction within its scope.

### ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

#### INTEREST RATE RISK

We have exposure to changes in interest rates arising from borrowings under our 2013 Credit Agreement. At March 31, 2014, we had \$142.5 million outstanding under the term loan and \$207.5 million outstanding under the revolver. Borrowings under this facility are floating rate, which may be either prime-based or Eurodollar-based. The rate paid for these borrowings includes a base floating rate plus a margin between 0.25% and 0.75% on prime borrowings and between 1.25% and 1.75% on Eurodollar-based borrowings.

We have an interest rate swap contract which effectively converts the floating base rate on the first \$200.0 million of our borrowings to a 2.26% fixed rate. The Company only hedges the base interest rate risk on the first \$200.0 million of its outstanding borrowings. Accordingly, we are exposed to interest rate risk on borrowings in excess of \$200.0 million. A 25 basis point increase or decrease in interest rates would change pre-tax annual interest expense on the additional revolver borrowing capacity under the 2013 Credit Agreement (not including the expansion feature) by approximately \$1.0 million.

#### FOREIGN CURRENCY RISK

We have customers in numerous countries, and 45% of our revenues for the fiscal year ended December 31, 2013 were derived from sales outside of the U.S. As a result, we conduct business in numerous currencies other than the U.S. dollar. Among the major foreign currencies in which we conduct business are the Euro, the British Pound, the Japanese Yen, the Australian dollar, and the Canadian dollar. Our foreign currency exposure results in both translation risk and transaction risk:

##### *Translation Risk*

We are exposed to foreign currency translation risk since the functional currencies of our foreign operations are generally denominated in the local currency. Translation risk arises since the assets and liabilities that we report for our foreign subsidiaries are translated into U.S. dollars at the exchange rates in effect at the balance sheet dates, and these exchange rates fluctuate over time. These foreign currency translation adjustments are deferred and are recorded as a component of stockholders' equity and do not impact our operating results.

A measure of the potential impact of foreign currency translation on our Condensed Consolidated Balance Sheets can be determined through a sensitivity analysis of our cash and cash equivalents. At March 31, 2014, we had \$283.3 million of cash and cash equivalents, 85% of which was denominated in foreign currencies. If the foreign exchange rates of the major currencies in which we operate changed in comparison to the U.S. dollar by 10%, the amount of cash and cash equivalents we would have reported on March 31, 2014, could have increased or decreased by approximately \$19.0 million.

Because our foreign subsidiaries generally operate in a local functional currency that differs from the U.S. dollar, revenues and expenses in these foreign currencies translate into higher or lower revenues and expenses in U.S. dollars as the U.S. dollar continuously weakens or strengthens against these other currencies. Therefore, changes in exchange rates may affect our consolidated revenues and expenses (as expressed in U.S. dollars) from foreign operations. Historically, this impact on our consolidated earnings has not been material since foreign currency movements in the major currencies in which we operate tend to impact our revenues and expenses fairly equally.

##### *Transaction Risk*

We have foreign exchange transaction risk since we typically enter into transactions in the normal course of business that are denominated in foreign currencies that differ from the local functional currency in which the foreign subsidiary operates. We typically enter into foreign currency forward exchange contracts to offset the effects of foreign currency transaction risk. These contracts are normally short term in duration and unrealized and realized gains and losses are recognized in current period earnings. At March 31, 2014, we had 22 outstanding foreign currency forward contracts with a total notional amount of \$10.3 million and an immaterial net unrealized loss. Substantially all of these outstanding contracts matured by the end of April 2014.

#### CREDIT RISK

Financial instruments that potentially subject the Company to concentration of credit risk consist primarily of short-term, highly liquid investments classified as cash equivalents, accounts receivable, and interest rate swap contracts. The majority of the Company's cash and cash equivalents, its interest rate swap contract, and its foreign exchange contracts are with large investment

grade commercial banks that are participants in the Company's 2013 Credit Agreement. Accounts receivable balances deemed to be collectible from customers have limited concentration of credit risk due to our diverse customer base and geographic dispersion.

#### **ITEM 4. CONTROLS AND PROCEDURES**

We have established disclosure controls and procedures that are designed to ensure that the information we are required to disclose in our reports filed under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), is recorded, processed, summarized and reported in a timely manner. Specifically, these controls and procedures ensure that the information is accumulated and communicated to our executive management team, including our chief executive officer and our chief financial officer, to allow timely decisions regarding required disclosure.

Management conducted an evaluation, as of March 31, 2014, of the effectiveness of the design and operation of our disclosure controls and procedures, under the supervision and with the participation of our chief executive officer and chief financial officer. Based upon that evaluation, our chief executive officer and chief financial officer have concluded that the Company's disclosure controls and procedures are effective in alerting them in a timely manner to material Company information required to be disclosed by us in reports filed under the Exchange Act.

In addition, there have been no changes in the Company's internal control over financial reporting during the period covered by this report that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

## PART II OTHER INFORMATION

### ITEM 1. LEGAL PROCEEDINGS

We are involved in legal and administrative proceedings and litigation arising in the ordinary course of business. We believe that the potential liability, if any, in excess of amounts already accrued from all proceedings, claims and litigation will not have a material effect on our financial position or results of operations when resolved in a future period.

### ITEM 1A. RISK FACTORS

A description of the risk factors associated with our business is included under “Risk Factors” contained in Item 1A. of the 2013 10-K and is incorporated herein by reference.

### ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

There were no unregistered sales of equity securities during the period covered by this report.

#### Issuer Purchases of Equity Securities

On February 4, 2014, the Company’s Board of Directors authorized \$800.0 million to repurchase the Company's common stock. This authorization succeeds the Company’s prior \$500.0 million share repurchase authorization, which was substantially utilized. The Company may repurchase its common stock from time to time in amounts and at prices the Company deems appropriate, subject to the availability of stock, prevailing market conditions, the trading price of the stock, the Company’s financial performance and other conditions. Repurchases may be made through open market purchases, private transactions or other transactions and will be funded from cash on hand and borrowings under the Company’s credit agreement.

The following table provides detail related to repurchases of our Common Stock during the three months ended March 31, 2014:

<b>Period</b>	<b>Total Number of Shares Purchased</b>	<b>Average Price Paid Per Share</b>	<b>Approximate Dollar Value of Shares that may yet be Purchased Under our Share Repurchase Program (in thousands)</b>
2014			
January	925	\$ 69.28	
February	929,766	67.81	
March	1,769,023	71.67	
Total	2,699,714	\$ 70.34	\$ 632,200

**ITEM 6. EXHIBITS**

<b>EXHIBIT NUMBER</b>	<b>DESCRIPTION OF DOCUMENT</b>
31.1	Certification of chief executive officer under Rule 13a — 14(a)/15d — 14(a).
31.2	Certification of chief financial officer under Rule 13a — 14(a)/15d — 14(a).
32	Certification under 18 U.S.C. 1350.
101	Interactive data files pursuant to Rule 405 of Regulation S-T: (i) the Condensed Consolidated Balance Sheets at March 31, 2014 and December 31, 2013, (ii) the Condensed Consolidated Statements of Operations for the three months ended March 31, 2014 and 2013, (iii) the Condensed Consolidated Statements of Comprehensive Income for the three months ended March 31, 2014 and 2013, (iv) the Condensed Consolidated Statements of Cash Flows for the three months ended March 31, 2014 and 2013, and (v) the Notes to Condensed Consolidated Financial Statements.

Items 3, 4, and 5 of Part II are not applicable and have been omitted.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Gartner, Inc.

Date: May 1, 2014

/s/ Christopher J. Lafond

---

Christopher J. Lafond

Executive Vice President and Chief Financial Officer

(Principal Financial and Accounting Officer)

## CERTIFICATION

I, Eugene A. Hall, certify that:

- (1) I have reviewed this Quarterly Report on Form 10-Q for the quarter ended March 31, 2014, of Gartner, Inc.;
- (2) Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
- (3) Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
- (4) The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
- (5) The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors:
  - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

May 1, 2014

/s/ Eugene A. Hall

Eugene A. Hall

Chief Executive Officer

## CERTIFICATION

I, Christopher J. Lafond, certify that:

- (1) I have reviewed this Quarterly Report on Form 10-Q for the quarter ended March 31, 2014, of Gartner, Inc.;
- (2) Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
- (3) Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
- (4) The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
- (5) The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors:
  - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

May 1, 2014

/s/ Christopher J. Lafond

Christopher J. Lafond

Chief Financial Officer

**CERTIFICATION PURSUANT TO**

**18 U.S.C. SECTION 1350,**

**AS ADOPTED PURSUANT TO**

**SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of Gartner, Inc. (the "Company") on Form 10-Q for the quarter ended March 31, 2014, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), as Chief Executive Officer of the Company and Chief Financial Officer of the Company, each hereby certifies, pursuant to 18 U.S.C. § 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Eugene A. Hall

Name: Eugene A. Hall

Title: Chief Executive Officer

Date: May 1, 2014

/s/ Christopher J. Lafond

Name: Christopher J. Lafond

Title: Chief Financial Officer

Date: May 1, 2014

A signed original of this written statement required by Section 906 has been provided to Gartner, Inc. and will be retained by Gartner, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.