

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR (g) OF THE  
SECURITIES EXCHANGE ACT OF 1934

Gartner Group, Inc.

-----  
(Exact name of Registrant as specified in its charter)

Delaware

04-3099750

-----  
(State of incorporation or  
organization)

(I.R.S. Employer  
Identification No.)

56 Top Gallant Road, Stamford,  
Connecticut

06904

-----  
(Address of principal executive offices)

(Zip Code)

Securities to be registered pursuant to  
Section 12(b) of the Act:

Name of each exchange on  
which each class is to be  
registered:

COMMON STOCK, CLASS B  
\$0.0005 PAR VALUE

NEW YORK STOCK  
EXCHANGE

-----  
Securities to be registered pursuant to Section 12(g) of the Act:

NONE

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(Title of Class)

Item 1. Description of Registrant's Securities to be Registered

Subject to approval by the stockholders of all matters submitted to the vote of the stockholders at a Special Meeting of Stockholders to be held on July 16, 1999 (the "Special Meeting"), Gartner Group, Inc. (the "Company") shall have authorized (i) an aggregate of 250,000,000 shares of common stock, consisting of 166,000,000 shares of Common Stock, Class A ("Class A Common Stock") and 84,000,000 shares of Common Stock, Class B ("Class B Common Stock"), and (ii) an aggregate of 5,000,000 shares of preferred stock. The par value of each share of common stock shall be \$0.0005 and the par value of each share of preferred stock shall be \$0.01.

The relative rights, powers, preferences, qualifications, limitations and restrictions of the Company's capital stock are as follows:

Common Stock

The Class A Common Stock and Class B Common Stock are identical in all respects except as otherwise expressly described below.

(a) Cash or Property Dividends. Subject to the rights and preferences of the Preferred Stock as set forth in any resolution or resolutions that may be adopted by the Board of Directors providing for the issuance of Preferred Stock, the holders of common stock are entitled to receive dividends out of assets legally available therefor, at such time and in such amounts as the Board of Directors may determine from time to time. Whenever cash dividends are paid on the common stock, the same amount shall be paid for each share of Class A Common Stock and share of Class B Common Stock outstanding.

(b) Stock Dividends. If any dividend on the outstanding shares of common stock is paid in common stock, then the same ratio of shares shall be paid with respect to each outstanding share of Class A Common Stock and Class B Common Stock. In such event the dividend paid to holders of Class A Common Stock shall be paid only in Class A Common Stock and the dividend paid to holders of Class B Common Stock shall be paid only in Class B Common Stock.

(c) Stocks Splits, Subdivisions and Combinations. The Company will not subdivide, reclassify or combine stock of either class of common stock without at the same time making a proportionate subdivision, reclassification or combination of the other class.

(d) Voting. The holders of Class A Common Stock and Class B Common Stock shall vote together as a single class in all matters requiring the vote of holders of common stock of the Company, except only that (i) the holders of each such class shall be entitled to vote as a separate class when required by law to do so under mandatory statutory provisions that may not be excluded or overridden by a provision of the certificate of incorporation of the Company and (ii) the holders of common stock shall vote in respect of directors as specified below.

With respect to the election of directors, the holders of Class A Common Stock shall vote with the holders of all shares of Preferred Stock having a right to vote in the election of directors. The holders of Class A Common Stock and voting Preferred Stock will be entitled to elect a number of directors that equals 20% of the authorized number of members of the Board of Directors (or, if such 20% is not a whole number, then the nearest lower whole number of directors as is closest to 20% of such membership) (the "Class A Directors"). In the election of Class A Directors, each share of Class A Common Stock shall have one vote and each share of voting Preferred Stock shall have the number of votes specified in the resolution of the Board authorizing such voting Preferred Stock.

The remaining members of the Board of Directors shall be elected by holders of Class B Common Stock (the "Class B Directors"). In the election of Class B Directors, each share of Class B Common Stock shall have one vote.

Any Class A Director may be removed only for cause by a vote of majority by the votes represented by the outstanding shares of Class A Common Stock and voting Preferred Stock, voting together as a single class. Any Class B Director may be removed only for cause by a vote of the majority of the outstanding shares of Class B Common Stock.

Any vacancy in a Class A Director may be filled by the vote of the majority of the remaining Class A Directors, and any vacancy in Class B Directors may be filled by the vote of majority of the remaining Class B Directors.

All newly created directorships resulting from an increase in the number of directors shall be allocated between Class A Directors and Class B Directors, such that at all times the number of Class A Directors shall be 20% of the authorized number of directors (or, if such 20% is not a whole number, then the nearest lower whole number of directors as is closest to 20% of such membership) and the remaining directors shall be Class B Directors. No decrease in the authorized number of directors shall shorten the term of any incumbent director.

(e) Merger or Consolidation. Upon any merger or consolidation of the Company, the holders of Class A Common Stock and Class B Common Stock shall be entitled to receive, per share, the identical kind and amount of consideration receivable upon such consolidation or merger, except only that the holders of Class A Common Stock and Class B Common Stock may receive different kinds of shares of stock if the only difference in such shares is the inclusion of voting rights identical to the voting rights with respect to election of directors provided for the Class A Common Stock and Class B Common Stock.

(f) Liquidation. The holders of Class A Common Stock and Class B Common Stock will participate equally in any liquidation, dissolution or winding up of the Company.

(g) Special 15% Provision. Subject to receipt of a private letter ruling from the Internal Revenue Service to the effect that the terms of this special provision will not have an adverse tax effect with respect to the distribution of the Company's shares proposed to be effected by IMS

Health Incorporated (which distribution is subject to stockholder approval at the Special Meeting), and will not have an adverse effect on certain private letter rulings previously issued to IMS Health Incorporated and its predecessors, the Certificate of Incorporation of the Company will include a special voting provision intended to limit the ability of a third party to obtain effective control of the Company by obtaining control only of the outstanding shares of Class B Common Stock. This special provision will state that so long as any person or entity, or group of persons or entities acting in concert, beneficially owns 15% or more of the outstanding shares of Class B Common Stock, then in any election of directors or other exercise of voting rights with respect to the election or removal of directors, such person, entity or group shall only be entitled to vote (or otherwise exercise voting rights with respect to) a number of shares of Class B Common Stock that constitutes a percentage of the total number of shares of Class B Common Stock that are outstanding which is less than or equal to such person, entity or group's Voting Percentage. For these purposes, "Voting Percentage" means the percentage of the then outstanding shares of Class A Common Stock beneficially owned at such time by such person, entity or group.

#### Preferred Stock

The Board of Directors has the authority, without further stockholder approval, to issue the Preferred Stock from time to time in one or more series; to establish the number of shares to be included in any such series; to fix or alter the voting powers and the designation, preferences and relative participating, optional, or other special rights and qualifications, limitations and restrictions of any such series of Preferred Stock; and to increase or decrease the number of shares of any series of Preferred Stock subsequent to the issue of shares of such series (but not below the number of shares of any series then outstanding).

#### Classified Board

The directors shall be divided into three classes, Class I, Class II and Class III. The Class I Directors shall hold office for an initial term expiring at the first annual meeting of stockholders following the Special Meeting, the Class II Directors shall hold office for an initial term expiring at the second annual meeting held after the Special Meeting, and the Class III Directors shall hold office for an initial term expiring at the third annual meeting of stockholders held after the Special Meeting. The directors of each class elected at each subsequent annual meeting of stockholders shall hold office for three year terms. Directors elected by any class or series of stock, including Class A Directors and Class B Directors, shall be divided as evenly as possible among Class I, Class II and Class III.

#### Item 2. Exhibits

A. Proposed Amended and Restated Certificate of Incorporation (assuming approval of all matters submitted for stockholder approval at the Special Meeting).

B. (1) Bylaws of the Company (incorporated by reference to Exhibit 4.2 of Registration Statement on Form S-8 No. 333-35169 (filed September 8, 1997)).

(2) Proposed Amendment to the Bylaws of the Company (assuming approval of all matters submitted for stockholder approval at the Special Meeting).

C. Form of stock certificate for Common Stock, Class B.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Date: July 2, 1999

Gartner Group, Inc.

By: /s/ Michael D. Fleisher

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Michael D. Fleisher,  
Executive Vice President and Chief  
Financial Officer

EXHIBIT A - PROPOSED AMENDED AND RESTATED CERTIFICATE OF INCORPORATION (ASSUMING APPROVAL OF ALL MATTERS SUBMITTED FOR STOCKHOLDER APPROVAL AT THE SPECIAL MEETING).

RESTATED  
CERTIFICATE OF INCORPORATION  
OF GARTNER GROUP, INC.  
a Delaware corporation

(originally incorporated on June 1, 1990 under the name "GGI Holding Corporation")

This Restated Certificate of Incorporation has been duly adopted by the Corporation's Board of Directors and Stockholders in accordance with the applicable provisions of Section 242 and 245 of the General Corporation Law of the State of Delaware.

ARTICLE I

The name of the corporation is Gartner Group, Inc. (the "Corporation").

ARTICLE II

The address of the Corporation's registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801. The name of its registered agent at such address is The Corporation Trust Company.

ARTICLE III

The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

1. Authorized Stock. This corporation is authorized to issue two classes of stock to be designated, respectively, "common stock" and "preferred stock." The total number of shares which this corporation is authorized to issue is two hundred fifty-five million (255,000,000) shares. Two hundred fifty million (250,000,000) shares shall be designated common stock (the "Common Stock"), of which one hundred sixty-six million (166,000,000) shares shall be designated Common Stock, Class A (the "Class A Common Stock") and eighty-four million (84,000,000) shares shall be designated Common Stock, Class B (the "Class B Common Stock"). Five million (5,000,000) shares shall be designated preferred stock (the "Preferred Stock"), all of which are presently undesignated as to series.

Each share of Preferred Stock shall have a par value of \$0.01 and each share of Common

Stock shall have a par value of \$0.0005.

2. Common Stock. The Class A Common Stock and the Class B Common Stock shall be identical in all respects, except as otherwise expressly provided herein, and the relative powers, preferences, rights, qualifications, limitations and restrictions of the shares of Class A Common Stock and Class B Common Stock shall be as follows:

(a) Cash or Property Dividends. Subject to the rights and preferences of the Preferred Stock as set forth in any resolution or resolutions of the Board of Directors providing for the issuance of such stock pursuant to this Article IV, and except as otherwise provided for herein, the holders of Class A Common Stock and Class B Common Stock are entitled to receive dividends out of assets legally available therefor at such times and in such per share amounts as the Board of Directors may from time to time determine; provided that whenever a cash dividend is paid, the same amount shall be paid in respect of each outstanding share of Class A Common Stock and Class B Common Stock.

(b) Stock Dividends. If at any time a dividend is to be paid in shares of Class A Common Stock or shares of Class B Common Stock (a "stock dividend"), such stock dividend may be declared and paid only as follows: only Class A Common Stock may be paid to holders of Class A Common Stock and only Class B Common Stock may be paid to holders of Class B Common Stock, and whenever a stock dividend is paid, the same rate or ratio of shares shall be paid in respect of each outstanding share of Class A Common Stock and Class B Common Stock.

(c) Stock Subdivisions and Combinations. The Corporation shall not subdivide, reclassify or combine stock of either class of Common Stock without at the same time making a proportionate subdivision or combination of the other class.

(d) Voting. Voting power shall be divided between the classes and series of stock as follows:

(i) With respect to the election of directors, holders of Class A Common Stock and holders of Voting Preferred Stock (as defined below), voting together, shall be entitled to elect that number of directors which constitutes 20% of the authorized number of members of the Board of Directors (or, if such 20% is not a whole number, then the nearest lower whole number of directors that is closest to 20% of such membership) (the "Class A Directors"). Each share of Class A Common Stock shall have one vote in the election of the Class A Directors and each share of Voting Preferred Stock shall have a number of votes in the election of the Class A Directors as specified in the resolution of the Board of Directors authorizing such Voting Preferred Stock. Holders of Class B Common Stock shall be entitled to elect the remaining directors (the "Class B Directors"). Each share of Class B Common Stock shall have one vote in the election of such directors. For purposes of this Section (2)(d) and Section (2)(e) of this Article IV, references to the authorized number of members of the Board of Directors (or the remaining directors) shall not include any directors which the holders of any shares of Preferred Stock may have the right to elect upon the failure of the Corporation to pay regular dividends on such Preferred Stock as and

when due for a specified period of time. For purposes of this Section (2)(d), "Special Voting Rights" means the different voting rights of the holders of Class A Common Stock, holders of Class B Common Stock and holders of Voting Preferred Stock with respect to the election of the applicable percentage of the authorized number of members of the Board of Directors as described in this Section (2)(d)(i). "Voting Preferred Stock" means shares of each series of Preferred Stock upon which the right to vote for directors has been conferred in accordance with Section (3) of this Article IV, except for any right to elect directors which may be provided upon the failure of the Corporation to pay regular dividends on such Preferred Stock as and when due for a specified period of time.

(ii) Subject to the last sentence of this Section (2)(d)(ii), notwithstanding anything to the contrary contained in Section 2(d)(i) of this Article IV, for so long as any person or entity or group of persons or entities acting in concert beneficially own 15% or more of the outstanding shares of Class B Common Stock, then in any election of directors or other exercise of voting rights with respect to the election or removal of directors, such person, entity or group shall only be entitled to vote (or otherwise exercise voting rights with respect to) a number of shares of Class B Common Stock that constitutes a percentage of the total number of shares of Class B Common Stock then outstanding which is less than or equal to such person, entity or group's Entitled Voting Percentage. For the purposes hereof, a person, entity or group's "Entitled Voting Percentage" at any time shall mean the percentage at such time of the then outstanding shares of Class A Common Stock beneficially owned by such person, entity or group. For purposes of this Section (2)(d)(ii), a "beneficial owner" of Common Stock includes any person or entity or group of persons or entities who, directly or indirectly, including through any contract, arrangement, understanding, relationship or otherwise, written or oral, formal or informal, control the voting power (which includes the power to vote or to direct the voting) of such Common Stock. The provisions of this Section (2)(d)(ii) shall be effective only following (A) the distribution by IMS Health Incorporated ("IMS HEALTH") to its stockholders of all of the Class B Common Stock owned by it, (B) the receipt of a private letter ruling from the Internal Revenue Service (the "IRS") to the effect that the terms of this Section (2)(d)(ii) will not have any adverse effect on the private letter ruling issued by the IRS to IMS Health on April 14, 1999 and any other private letter ruling issued by the IRS to IMS Health or any predecessor or former parent of IMS Health and (C) the approval of the terms of this Section (2)(d)(ii) by the New York Stock Exchange, Inc. or any other national securities exchange or automated quotation service on which the Common Stock is then listed or admitted for trading.

(iii) Any Class A Director may be removed only for cause, by a vote of a majority of the votes held by the holders of Class A Common Stock and holders of Voting Preferred Stock, voting together as a class. Any Class B Director may be removed only for cause, by a vote of a majority of the votes held by the holders of Class B Common Stock, voting separately as a class.

(iv) Except as otherwise specified herein, the holders of Class A Common Stock and holders of Class B Common Stock (A) shall in all matters not otherwise specified in this Section (2)(d) of this Article IV vote together (including, without limitation, with respect to increases or decreases in the authorized number of shares of any class of Common Stock), with each share of

Class A Common Stock and Class B Common Stock having one vote, and (B) shall be entitled to vote as separate classes only when required by law to do so under mandatory statutory provisions that may not be excluded or overridden by a provision in the Certificate of Incorporation or as provided herein.

(v) Except as set forth in this Section (2)(d) of this Article IV, the holders of Class A Common Stock shall have exclusive voting power (except for any voting powers of any Preferred Stock) on all matters at any time when no Class B Common Stock is issued and outstanding, and the holders of Class B Common Stock shall have exclusive voting power (except for any voting powers of any Preferred Stock) on all matters at any time when no Class A Common Stock is issued and outstanding.

(e) Vacancies; Increase or Decreases in Size of the Board of Directors. Any vacancy in the office of a director created by the death, resignation or removal of a director elected by (or appointed on behalf of) the holders of the Class B Common Stock or the holders of the Class A Common Stock and Voting Preferred Stock voting together as a class, as the case may be, may be filled by the vote of the majority of the directors (or the sole remaining director) elected by (or appointed on behalf of) such holders of Class B Common Stock or Class A Common Stock and Voting Preferred Stock (or on behalf of whom that director was appointed), as the case may be, whose death, resignation or removal created the vacancy, unless there are no such directors, in which case such vacancy may be filled by the vote of the majority of the directors or by the sole remaining director, regardless, in each instance, of any quorum requirements set out in the By-laws. Any director elected by some or all of the directors to fill a vacancy shall hold office for the remainder of the full term of the director whose vacancy is being filled and until such director's successor shall have been elected and qualified unless removed and replaced pursuant to Section (2)(d)(iii) of this Article IV and this Section (2)(e). All newly-created directorships resulting from an increase in the authorized number of directors shall be allocated between Class A Directors and Class B Directors such that at all times the number of directorships reserved for Class A Directors shall be 20% of the authorized number of members of the Board of Directors (or, if such 20% is not a whole number, then the nearest lower whole number of directors that is closest to 20% of such membership) and the remaining directorships are reserved for Class B Directors. No decrease in the number of directors constituting the Board of Directors shall shorten the term of any incumbent director. If the number of directors is changed, any increase or decrease shall be apportioned among the classes of directors established pursuant to Article V so as to maintain the number of directors in each class as nearly equal as possible.

(f) Merger or Consolidation. In case of any consolidation of the Corporation with one or more other corporations or a merger of the Corporation with another corporation, each holder of a share of Class A Common Stock shall be entitled to receive with respect to such share the same kind and amount of shares of stock and other securities and property (including cash) receivable upon such consolidation or merger by a holder of a share of Class B Common Stock, and each holder of a share of Class B Common Stock shall be entitled to receive with respect to such share the same kind and amount of shares of stock and other securities and property (including cash) receivable upon such consolidation or merger by a holder of a share of Class A Common Stock;

provided that, in any such transaction, the holders of shares of Class A Common Stock and the holders of shares of Class B Common Stock may receive different kinds of shares of stock if the only difference in such shares is the inclusion of voting rights which continue the Special Voting Rights.

(g) Liquidation. In the event of any liquidation, dissolution or winding up of the Corporation, the holders of the Class A Common Stock and Class B Common Stock shall participate equally per share in any distribution to stockholders, without distinction between classes.

3. Preferred Stock. Any Preferred Stock not previously designated as to series may be issued from time to time in one or more series pursuant to a resolution or resolutions providing for such issue duly adopted by the Board of Directors (authority to do so being hereby expressly vested in the Board), and such resolution or resolutions shall also set forth the voting powers, full or limited or none, of each such series of Preferred Stock and shall fix the designations, preferences and relative, participating, optional or other special rights and qualifications, limitations or restrictions of each such series of Preferred Stock. The Board of Directors is authorized to alter the designation, rights, preferences, privileges and restrictions granted to or imposed upon any wholly unissued series of Preferred Stock and, within the limits and restrictions stated in any resolution or resolutions of the Board of Directors originally fixing the number of shares constituting any series of Preferred Stock, to increase or decrease (but not below the number of shares of any such series then outstanding) the number of shares of any such series subsequent to the issue of shares of that series.

Each share of Preferred Stock issued by the Corporation, if reacquired by the Corporation (whether by redemption, repurchase, conversion to Common Stock or other means), shall upon such reacquisition resume the status of authorized and unissued shares of Preferred Stock, undesignated as to series and available for designation and issuance by the Corporation in accordance with the immediately preceding paragraph.

#### ARTICLE V

The directors, other than those who may be elected solely by the holders of any class or series of Preferred Stock, if any, shall be classified, with respect to the time for which they severally hold office, into three classes, as nearly equal in number as possible, as determined by the Board of Directors, one class ("Class I") to hold office initially for a term expiring at the first annual meeting of stockholders to be held after the date this Article V becomes effective (the "Classified Board Effective Date"), another class ("Class II") to hold office initially for a term expiring at the second annual meeting of stockholders to be held after the Classified Board Effective Date, and another class ("Class III") to hold office initially for a term expiring at the third annual meeting of stockholders to be held after the Classified Board Effective Date, with the members of each class to hold office until their successors are elected and qualified. Directors elected by a class or series of stock, or if applicable, classes or series of stock voting together, shall be divided as evenly as possible, and shall be allocated by the Board of Directors, among

Class I, Class II and Class III. At each annual meeting of stockholders, the successors of the class of directors whose term expires at that meeting shall be elected to hold office for a term expiring at the annual meeting of stockholders held in the third year following the year of their election.

ARTICLE VI

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors of the Corporation is expressly authorized to make, alter or repeal the by-laws of the Corporation.

ARTICLE VII

Meetings of stockholders may be held within or without the State of Delaware, as the by-laws of the Corporation may provide. The books of the Corporation may be kept outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the by-laws of the Corporation. Election of directors need not be by written ballot unless the by-laws of the Corporation so provide.

ARTICLE VIII

To the fullest extent permitted by the General Corporation Law of the State of Delaware as the same exists or may hereafter be amended, a director of the Corporation shall not be liable to the Corporation or its stockholders for monetary damages for a breach of fiduciary duty as a director. Any repeal or modification of this Article VIII shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE IX

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Restated Certificate in the manner now or hereafter prescribed herein and by the laws of the State of Delaware, and all rights conferred upon stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed this certificate on July \_\_, 1999.

GARTNER GROUP, INC.

By: -----  
Michael D. Fleisher  
Executive Vice President and  
Chief Financial Officer

EXHIBIT B (2) - PROPOSED AMENDMENT TO THE BYLAWS OF THE COMPANY (ASSUMING APPROVAL OF ALL MATTERS SUBMITTED FOR STOCKHOLDER APPROVAL AT THE SPECIAL MEETING).

The By-laws of the Corporation in effect at the Effective Time (the "Existing By-laws") shall be amended by adding the phrase "class and" immediately preceding the phrase "number of shares" in the first sentence of Section 5 of Article II thereof.

The Existing By-laws shall be amended by deleting in its entirety Section 2 of Article III thereof and replacing it with the following:

"The number of directors which shall constitute the board of directors shall be ten (10). The number of directors may be changed from time to time by resolution of the board of directors or the stockholders, although in no event shall the number of directors be less than five (5) for so long as the Special Voting Rights (as defined in Article IV, Section (b)(4)(A) of the Certificate of Incorporation) shall be in effect. Each director shall be elected by a plurality of the votes of the shares of one or more class or classes or series of stock (as provided in the Certificate of Incorporation), as the case may be, entitled to vote for such director that are present in person or represented by proxy at the annual meeting of stockholders. At each annual meeting of the stockholders, the stockholders shall elect the successors of the class of directors whose terms expire at such meeting, to hold office until their successors are duly elected and qualified at the third annual meeting of stockholders following the year of their election or until their earlier death, resignation or removal as herein or in the Certificate of Incorporation provided. The directors shall be elected in this manner, except as provided in Section 4 of this Article III and the Certificate of Incorporation."

The Existing By-laws shall be amended by deleting the first sentence of Section 4 of Article III thereof and replacing it with the following:

"Vacancies resulting from newly created directorships resulting from an increase in the authorized number of directors and vacancies resulting from the death, resignation or removal of a director elected by (or appointed on behalf of) the holders of one or more class or classes or series of stock (as provided in the Certificate of Incorporation), voting together as a class, as the case may be, shall be filled by the vote of the majority of the directors (or the sole remaining director) elected by (or appointed on behalf of) such holders of one or more class or classes or series of stock (as provided in the Certificate of Incorporation) (or on whose behalf the director was appointed), as the case may be, whose death, resignation or removal created the vacancy, or to which the newly-created directorship has been allocated."

The Existing By-laws shall be amended by deleting the phrase "each newly-elected board of directors" in Section 5 of Article III thereof and replacing it with the phrase "the board of directors."

EXHIBIT C- FORM OF STOCK CERTIFICATE

[GARTNER GROUP LOGO]  
GARTNER GROUP, INC.

Number FBU- \_\_\_\_\_ COMMON STOCK, CLASS B \_\_\_\_\_ Shares

This certificate is transferable in Boston, MA or New York, NY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE See reverse for certain definitions and a statement as to the rights, preferences, privileges and restrictions of shares  
CUSIP 366651 20 6

THIS CERTIFIES THAT \_\_\_\_\_ is the owner of \_\_\_\_\_ fully paid and non-assessable shares of the common stock, Class B, par value \$0.0005 per share, of Gartner Group, Inc. transferable on the books of the Corporation by the holder hereof in person or by duly authorized attorney upon surrender of this Certificate properly endorsed. This Certificate is not valid until countersigned and registered by the Transfer Agent and Registrar.

CERTIFICATE OF STOCK

Witness the facsimile seal of the Corporation and the facsimile signatures of its duly authorized officers.

Dated: \_\_\_\_\_

-----  
Secretary

Countersigned and registered:  
BankBoston, N.A.  
Transfer Agent and Registrar

-----  
President

By: \_\_\_\_\_  
Authorized Signature

[REVERSE]

GARTNER GROUP, INC.

A statement of the powers, designations, preferences and relative, participating, optional or other special rights of each class of stock or series thereof and the qualifications, limitations or restrictions of such preferences and/or rights as established, from time to time, by the Certificate of Incorporation of the Corporation and by any certificate of determination, the number of shares constituting each class and series, and the designations thereof, may be obtained by the holder hereof upon request and without charge at the principal office of the Corporation.

The following abbreviations, when used in the inscription on the face of this certificate, shall be construed as though they were written out in full according to applicable laws or regulations:

TEN COM - as tenants in common	UNIF GIFT MIN ACT	_____Custodian_____
TEN ENT - as tenants by the entireties		(Cust) (Minor)
JT TEN - as joint tenants with right of survivorship and not as tenants in common		under Uniform Gifts to Minors Act _____
		(State)
	UNIF TRF MIN ACT -	_____Custodian (until age ___)
		(Cust)
		_____under Uniform Transfers to Minors Act _____
		(State)

Additional abbreviations may also be used though not in the above list.

For Value Received, \_\_\_\_\_ hereby sell, assign and transfer unto \_\_\_\_\_ (please insert social security or other identifying number of assignee), \_\_\_\_\_ (please print or typewrite name and address, including zip code, of assignee), \_\_\_\_\_ shares of the common stock represented by the within certificate, and do hereby irrevocably constitute and appoint attorney to transfer the said stock on the books of the within named corporation with full power of substitution in the premises.

Dated \_\_\_\_\_

Notice: The signature to this assignment must correspond with the name as written upon the face of the certificate in every particular, without alteration or enlargement or any change whatever.

Signature(s) Guaranteed By

The signature(s) should be guaranteed by an eligible guarantor institution, (banks, stockbrokers, savings and loan associations and credit unions with membership in an approved signature guarantee medallion program), pursuant to S.E.C. Rule 17Ad-15.