

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

GARTNER, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

P.O. Box 10212
56 Top Gallant Road
Stamford, Connecticut 06902-7700
(Address of principal executive
offices including zip code)

04-3099750
(I.R.S. Employer
Identification No.)

GARTNER, INC. 2011 EMPLOYEE STOCK PURCHASE PLAN, AS AMENDED AND RESTATED
(Full Title of the Plan)

Jules Kaufman
Executive Vice President, General Counsel & Secretary
Gartner, Inc.
P.O. Box 10212
56 Top Gallant Road
Stamford, Connecticut 06902-7700
(203) 316-1111

Copies to:
Sean Feller
Gibson, Dunn & Crutcher LLP
2029 Century Park East, Suite 4000
Los Angeles, CA 90067-3026
(310) 552-8500

(Name and address of agent for service)

(203) 316-1111
(Telephone number, including area code, of agent for service)

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

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

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

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered (1)	Proposed maximum offering price per share (2)	Proposed maximum aggregate offering price (2)	Amount of registration fee (2)
Common Stock, \$0.0005 Par Value	3,000,000	\$250.05	\$750,150,000.00	\$81,841.37

(1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement on Form S-8 also shall cover any additional shares of Common Stock in respect of the securities identified in the above table as a result of any stock dividend, stock split, recapitalization or other similar transaction, and any other securities with respect to which the outstanding shares are converted or exchanged.

(2) Estimated solely for the purpose of calculating the registration fee pursuant to 457(c) and 457(h)(1), based on a 5% discount from the average of the high and low prices for the common stock of Gartner, Inc. reported on the New York Stock Exchange on July 29, 2021, such discount representing the discount offered pursuant to such plan.

EXPLANATORY NOTE

Gartner, Inc. (“Gartner” or the “Registrant”) is filing this Registration Statement pursuant to General Instruction E of Form S-8 to register the offer and sale of an additional 3,000,000 shares of common stock, par value \$0.0005 per share, of Gartner (“Common Stock”) Stock that may be issued under the Gartner, Inc. 2011 Employee Stock Purchase Plan, as amended and restated (the “Plan”). The contents of the Registrant’s registration statement on Form S-8 relating to the Plan, which was filed with the Securities and Exchange Commission (the “Commission”) on August 4, 2011 ([File No. 333-176058](#)), is incorporated by reference into this Registration Statement, as permitted by General Instruction E of Form S-8, except as to the Items set forth below.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 6. Indemnification of Directors and Officers.

Section 145(a) of the Delaware General Corporation Law (the “DGCL”) provides that a Delaware corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that such person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or enterprise, against expenses (including attorneys’ fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful.

Section 145(b) of the DGCL provides that a Delaware corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that such person acted in any of the capacities set forth above, against expenses (including attorneys’ fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit if he or she acted under similar standards, except that no indemnification may be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the corporation unless and only to the extent that the court in which such action or suit was brought shall determine that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to be indemnified for such expenses which the court shall deem proper.

Section 145 of the DGCL further provides that: (i) to the extent that a former or present director or officer of a corporation has been successful in the defense of any action, suit or proceeding referred to in subsections (a) and (b) or in the defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys’ fees) actually and reasonably incurred by him or her in connection therewith; (ii) indemnification provided for by Section 145 shall not be deemed exclusive of any other rights to which the indemnified party may be entitled; and (iii) the corporation may purchase and maintain insurance on behalf of any present or former director, officer, employee or agent of the corporation or any person who at the request of the corporation was serving in such capacity for another entity against any liability asserted against such person and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the corporation would have the power to indemnify him or her against such liabilities under Section 145.

Section 102(b) of the DGCL allows a Delaware corporation to eliminate or limit the personal liability of a director to the corporation or to any of its stockholders for monetary damage for a breach of fiduciary duty as a director, except in the case where the director (i) breaches such director’s duty of loyalty to the corporation or its stockholders, (ii) fails to act in good faith, engages in intentional misconduct or knowingly violates a law, (iii) authorizes the payment of a dividend or approves a stock purchase or redemption in violation of Section 174 of the DGCL or (iv) obtains an improper personal benefit. In accordance with the DGCL, Article VII of the Registrant’s Restated Certificate of Incorporation provides that, to the fullest extent permitted by the DGCL as it may be amended, no director shall be personally liable to the Registrant or its stockholders for monetary damages for breach of fiduciary duty as a director.

As permitted by the DGCL, the Registrant's Bylaws, as amended, provide that, under certain circumstances, the Registrant shall indemnify its directors and officers against all expense, liability and loss, including attorneys' fees, actually and reasonably incurred by such persons.

The Registrant maintains insurance covering its directors and officers against certain liabilities incurred by them in their capacities as such, including among other things, certain liabilities under the Securities Act of 1933, as amended. In addition, pursuant to his employment agreement, the Company has agreed to maintain insurance and to indemnify Mr. Eugene A. Hall, the Registrant's Chief Executive Officer, to the maximum extent permitted by the Registrant's Bylaws, as amended, with such insurance coverage and indemnification to be in accordance with the Registrant's standard practices for senior executive officers but on terms no less favorable than provided to any other senior executive officer or director.

The foregoing summaries are necessarily subject to the complete text of the statute, the Restated Certificate of Incorporation, and the Bylaws, as amended, and the arrangements referred to above and are qualified in their entirety by reference thereto.

Item 8. Exhibits.

EXHIBIT NO.	DESCRIPTION
4.1	Restated Certificate of Incorporation of Gartner, Inc. (incorporated by reference to the Registrant's Current Report on Form 8-K, filed July 6, 2005).
4.2	By-laws of Gartner, Inc. (as amended through April 29, 2021) (incorporated by reference to the Registrant's Current Report on Form 8-K, filed May 5, 2021).
5.1*	Opinion of Gibson, Dunn & Crutcher LLP.
23.1*	Consent of Gibson, Dunn & Crutcher LLP (included in Exhibit 5.1).
23.2*	Consent of KPMG LLP.
24.1*	Power of Attorney (included on signature page hereto).
99.1	Gartner, Inc. 2011 Employee Stock Purchase Plan, as amended and restated (incorporated by reference to Appendix A of the Registrant's Definitive Proxy Statement, filed April 19, 2021).

* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Stamford, State of Connecticut, on this August 4, 2021.

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

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Eugene A. Hall and Craig W. Safian, jointly and severally, as his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign the Registration Statement on Form S-8 of Gartner, Inc., and any or all amendments (including post-effective amendments) thereto, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises hereby ratifying and confirming all that said attorneys-in-fact and agents, or his, her or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the dates indicated:

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Eugene A. Hall</u> Eugene A. Hall	Director and Chief Executive Officer (Principal Executive Officer)	August 4, 2021
<u>/s/ Craig W. Safian</u> Craig W. Safian	Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	August 4, 2021
<u>/s/ Peter E. Bisson</u> Peter E. Bisson	Director	August 4, 2021
<u>/s/ Richard J. Bressler</u> Richard J. Bressler	Director	August 4, 2021
<u>/s/ Raul E. Cesan</u> Raul E. Cesan	Director	August 4, 2021
<u>/s/ Diana S. Ferguson</u> Diana S. Ferguson	Director	August 4, 2021
<u>/s/ Karen E. Dykstra</u> Karen E. Dykstra	Director	August 4, 2021
<u>/s/ Anne Sutherland Fuchs</u> Anne Sutherland Fuchs	Director	August 4, 2021
<u>/s/ William O. Grabe</u> William O. Grabe	Director	August 4, 2021
<u>s/ Stephen G. Pagliuca</u> Stephen G. Pagliuca	Director	August 4, 2021
<u>/s/ Eileen M. Serra</u> Eileen M. Serra	Director	August 4, 2021
<u>/s/ James C. Smith</u> James C. Smith	Director	August 4, 2021

August 4, 2021

Gartner, Inc.
56 Top Gallant Road
Stamford, Connecticut 06902

Re: Gartner, Inc. Registration Statement on Form S-8

Ladies and Gentlemen:

We have examined the Registration Statement on Form S-8 (the "Registration Statement") of Gartner, Inc., a Delaware corporation (the "Company"), to be filed with the Securities and Exchange Commission (the "Commission") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), in connection with the offering by the Company of up to 3,000,000 shares of the Company's common stock, par value \$0.0005 per share (the "Shares"), under the Gartner, Inc. 2011 Employee Stock Purchase Plan, as amended and restated (the "Plan").

We have examined the originals, or photostatic or certified copies, of such records of the Company and certificates of officers of the Company and of public officials and such other documents as we have deemed relevant and necessary as the basis for the opinions set forth below. In our examination, we have assumed the genuineness of all signatures, the legal capacity and competency of all natural persons, the authenticity of all documents submitted to us as originals and the conformity to original documents of all documents submitted to us as copies. We have also assumed that there are no agreements or understandings between or among the Company and any participants in the Plan that would expand, modify or otherwise affect the terms of the Plan or the respective rights or obligations of the participants thereunder. Finally, we have assumed the accuracy of all other information provided to us by the Company during the course of our investigations, on which we have relied in issuing the opinion expressed below.

Based upon the foregoing examination and in reliance thereon, and subject to the qualifications, assumptions and limitations stated herein and in reliance on the statements of fact contained in the documents that we have examined, we are of the opinion that the Shares, when issued and sold in accordance with the terms set forth in the Plan and against payment therefor in accordance with the terms of the form of agreement documenting the awards under which the Shares may be issued, and when the Registration Statement has become effective under the Securities Act, will be validly issued, fully paid and non-assessable.

We render no opinion herein as to matters involving the laws of any jurisdiction other than the Delaware General Corporation Law (the "DGCL"). We are not admitted to practice in the State of Delaware; however, we are generally familiar with the DGCL as currently in effect and have made such inquiries as we consider necessary to render the opinions above. This opinion is limited to the effect of the current state of the DGCL and the facts as they currently exist. We assume no obligation to revise or supplement this opinion in the event of future changes in such law or the interpretations thereof or such facts.

We consent to the filing of this opinion as an exhibit to the Registration Statement. In giving this consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the Rules and Regulations of the Commission.

Very truly yours,

/s/ Gibson Dunn & Crutcher LLP

Consent of Independent Registered Public Accounting Firm

We consent to the use of our reports dated February 24, 2021, with respect to the consolidated financial statements of Gartner, Inc. and subsidiaries, and the effectiveness of internal control over financial reporting, incorporated herein by reference in the Registration Statement on Form S-8, which appear in Gartner, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2020.

Our report refers to a change in the method of accounting for leases as of January 1, 2019 due to the adoption of Accounting Standards Codification (ASC) Topic 842, *Leases*.

/s/ KPMG LLP

New York, New York

August 4, 2021