
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE TO
TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1) OF
THE SECURITIES EXCHANGE ACT OF 1934.

Gartner, Inc.

(Name of Subject Company (Issuer) and Name of Filing Person (Offeror))

Options to Purchase Common Stock, Par Value \$0.0005 Per Share
(Title of Class of Securities)

Not Applicable
(CUSIP Number of Class of Securities)

Lewis G. Schwartz, Esq.
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(Name, address, and telephone numbers of person authorized to receive notices and communications on behalf of filing persons)

Copies to:

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Robert Sanchez, Esq.
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Professional Corporation
650 Page Mill Road
Palo Alto, CA 94303
Tel: (650) 493-9300

CALCULATION OF FILING FEE

Transaction Valuation

Amount of Filing Fee

Not Applicable.

Not Applicable.

* No filing fee is required because this filing contains only preliminary communications made before the commencement of a tender offer.

o Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: Not Applicable.

Form or Registration No.: Not Applicable .

Filing Party: Not Applicable .

Date Filed: Not Applicable .

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

o third-party tender offer subject to Rule 14d-1.

issuer tender offer subject to Rule 13e-4.

o going-private transaction subject to Rule 13e-3.

o amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing fee is a final amendment reporting the results of the tender offer:

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[ITEM 12. EXHIBITS.](#)

[EX-99.1: PRESS RELEASE](#)

[EX-99.2: E-MAIL COMMUNICATION TO MANAGERS](#)

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This filing and attached exhibits relate solely to preliminary communications made before the commencement of an anticipated voluntary stock option repurchase program by Gartner, Inc.

These Materials do not constitute an offer to holders of eligible options to purchase Gartner common stock to tender their options for cash. When the repurchase program is commenced, Gartner will provide option holders who are eligible to participate in the repurchase program with materials explaining the precise terms, conditions and timing of the repurchase. Persons who are eligible to participate in the repurchase program should read these materials carefully when they become available because they will contain important information about the repurchase program. Gartner will also file these materials with the Securities and Exchange Commission as part of a tender offer statement upon the commencement of the repurchase program. Gartner option holders will be able to obtain these materials and other documents filed by Gartner with the Securities and Exchange Commission free of charge from the Securities and Exchange Commission's website at www.sec.gov.

ITEM 12. EXHIBITS.

<u>EXHIBIT NUMBER</u>	<u>DESCRIPTION</u>
99.1	August 22, 2005 Press Release
99.2	E-mail communication to managers.

CONFIDENTIAL DRAFT**Contacts****Investors**

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203-316-3701

Media

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**GARTNER COMMENCES TENDER OFFER FOR
CERTAIN EMPLOYEE STOCK OPTIONS**

STAMFORD, Conn. — August 22, 2005 — Gartner, Inc. (NYSE: IT), the leading provider of research and analysis on the global information technology industry, today announced that it is commencing a tender offer for certain stock options that are held by current and former employees which have an exercise price greater than \$12.95 and are fully vested. Current directors and officers are not eligible to participate in the offer. The offer will expire on September 19, 2005, unless extended.

As previously announced, the Company received approval for the offer at its annual meeting of stockholders on June 29, 2005. It is implementing the offer in order to reduce overhang resulting from the high number of options outstanding. If all 7,663,384 eligible options are tendered and accepted in the offer, the aggregate cash purchase price for such options would be approximately \$7.2 million.

The terms and conditions of the option tender offer are set forth in the Company's Offer to Purchase Outstanding Options, which has been filed with the U.S. Securities and Exchange Commission. Subject to applicable law, the Company may, in its sole discretion, waive any condition applicable to the offer or extend or terminate or otherwise amend the offer.

Mellon Investor Services LLC ("Mellon") will be the information agent for the offer. Information concerning the offer will be available from Mellon at the following numbers: (888) 451-6741, for callers in the U.S., or (201)-373-5156, for international callers. The Offer to Purchase Outstanding Options is also available on the website of the Securities and Exchange Commission at <http://www.sec.gov>.

This announcement is not an offer to purchase, a solicitation of an offer to purchase or a solicitation of an offer to sell securities. The tender offer may only be made pursuant to the terms of the Offer to Purchase Outstanding Options. Each holder of options should read the Offer to Purchase Outstanding Options, as it contains important information. Copies of the Offer to Purchase Outstanding Options may be obtained from the information agent.

Neither the Company nor the information agent makes any recommendation in connection with the tender offer.

About Gartner

Gartner, Inc. is the leading provider of research and analysis on the global information technology industry. Gartner serves more than 10,000 clients, including chief information officers and other senior IT executives in corporations and government agencies, as well as technology companies and the investment community. The Company focuses on delivering objective, in-depth analysis and actionable advice to enable clients to make more informed business and technology decisions. The Company's businesses consist of Research and Events for IT professionals; Gartner Executive Programs, membership programs and peer networking services; and Gartner Consulting, customized engagements with a specific emphasis on outsourcing and IT management. Founded in 1979, Gartner is headquartered in Stamford, Connecticut, and has over 3,900 associates, including more than 1,100 research analysts and consultants, in more than 75 locations worldwide. For more information, visit www.gartner.com.

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Email to Gartner Managers, dated August 21, 2005

Dear Gartner Manager,

On Monday, August 22, we will launch a program to repurchase outstanding underwater options held by our associates. As Gene Hall mentioned in the recent All Company Meeting, the purpose of this program is to reduce our overhang, or the high percentage of options that we have outstanding relative to our outstanding shares. We expect to offer to repurchase approximately 7.6 million options from almost 900 associates in 22 countries. Eligible associates will receive an email inviting them to participate and will be directed to a web site to determine the value of their outstanding underwater options and elect to participate. The terms of the Repurchase Program are:

- The offer applies only to fully vested options with an exercise price greater than or equal to \$12.95.
- Options granted under our 2003 Long Term Incentive Plan are not included.
- We are valuing the options using the Black Scholes Option Pricing Model. The main drivers of value will be strike price and how much longer there is until the option expires.
- It is an "all or nothing" offer. Associates with two grants that qualify to be bought back must choose to sell either both grants or none. They cannot pick and choose.
- There is no effect to associates who elect not to participate. Their options stays exactly the same.
- All current and former associates are eligible, except for current officers.
- The offer will close at 9:00 PM New York City time on Monday September 19, 2005.

Attached for your information is the Form TO that we will file with the US Securities and Exchange Commission (SEC) to launch the Repurchase Program. We have outsourced the processing of the Repurchase Program to Mellon Shareholder Services. There is an 800 number from Mellon that associates in the U.S. can call to ask questions, as well as a direct dial that international associates can call and reverse charges.

Due to US securities laws, we must be careful in how and what we communicate with associates about the Repurchase Program. We are required to file with the SEC all written or recorded communications (including email and voicemail) about the Repurchase Program. Accordingly, we are trying to answer all questions outside of the approved firm wide communications only in oral form. To guide you further, we have also attached a memo on communications. Please contact you HR partner if you have any questions on this or any other aspect of the Repurchase Program.



Gary Papilsky
Associate General Counsel

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MEMO

To: All Gartner Managers
From: Gary Papilsky
Date: August 21, 2005
Subject: Communications Advice for the Option Repurchase Program

As a Gartner manager, you likely will be approached by associates with questions and concerns about the upcoming option repurchase program (the "Repurchase Program"). Such communications between you and employees are subject to certain securities rules. Please read this memo carefully and use it as a guideline when responding to employees' questions about the Repurchase Program. Your failing to follow these guidelines may result in liability to Gartner and expensive efforts to comply with applicable securities rules. If you have any questions about these guidelines, please call me at (203) 316-6857.

- 1. NEVER give any advice about whether or not an employee should participate in the Repurchase Program.** If you give any advice on this, it will be a violation of securities rules and can have significant repercussions.
- 2. ALWAYS answer employees' questions about the Repurchase Program orally; NEVER answer them via e-mail or other writing or by voicemail.** This is because all written (or recorded) communications made on behalf of Gartner about the Repurchase Program must be publicly filed with the Securities and Exchange Commission. We want to avoid having to make these filings, as they are expensive and, if any incorrect information is given to employees (or correct information that no one else has), it will result in a series of complicated corrective steps. If you inadvertently answer an employee's question via e-mail or other writing or by leaving a voicemail message, please let us know right away.
- 3. IF you forget and leave a voicemail or send an e-mail, please tell us right away.** As noted above, we will need to get a copy of this communication on file with the Securities and Exchange Commission as soon as possible, so it is important you call me at (203) 316-6857 if this happens.
- 4. Answer employees' questions ONLY by referring to the Repurchase Program documents.** Employees' questions about the Repurchase Program should be easily answerable by referring to one or more of the Q&A's in the "Summary of Terms" portion of the Repurchase Program documents or the Employee Q&A, which should substantively mirror the "Summary of Terms". If you cannot find the answer in the documents, DO NOT give any answer and, instead, call Kevin Feeney at (203) 316-6884.
- 5. Do not make any assumptions about the terms of the Repurchase Program.** Again, if you cannot find the answer to an employee's question by referring to the Repurchase Program documents, then DO NOT give any answer. Instead, call Kevin Feeney at (203) 316-6884.

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