

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON JUNE 27, 1996

REGISTRATION NO. 333-3888

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

AMENDMENT NO. 3
TO
FORM S-4
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

GARTNER GROUP, INC.
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

DELAWARE	7372	04-3099750
(STATE OR OTHER JURISDICTION OF INCORPORATION OR ORGANIZATION)	(PRIMARY STANDARD INDUSTRIAL CLASSIFICATION CODE NUMBER)	(I.R.S. EMPLOYER IDENTIFICATION NUMBER)

P.O. BOX 10212
56 TOP GALLANT ROAD
STAMFORD, CT 06904-2212
(203) 964-0096
(ADDRESS, INCLUDING ZIP CODE AND TELEPHONE NUMBER,
INCLUDING AREA CODE, OF REGISTRANT'S PRINCIPAL EXECUTIVE OFFICES)

JOHN F. HALLIGAN
EXECUTIVE VICE PRESIDENT,
CHIEF FINANCIAL OFFICER, TREASURER
AND CORPORATE SECRETARY
GARTNER GROUP, INC.
P.O. BOX 10212
56 TOP GALLANT ROAD
STAMFORD, CT 06904-2212
(203) 964-0096
(NAME, ADDRESS, INCLUDING ZIP CODE AND TELEPHONE NUMBER, INCLUDING AREA CODE, OF
AGENT FOR SERVICE)

COPIES TO:

LARRY W. SONSINI, ESQ.
HOWARD S. ZEPRUN, ESQ.
MARTIN W. KORMAN, ESQ.
JAMES E. WILLIAMS, ESQ.
WILSON SONSINI GOODRICH & ROSATI
PROFESSIONAL CORPORATION
650 PAGE MILL ROAD
PALO ALTO, CA 94304-1050
(415) 493-9300

ROBERT A. ROSENBAUM, ESQ.
ERIC M. NICHOLSON, ESQ.
DORSEY & WHITNEY LLP
220 SOUTH SIXTH STREET
MINNEAPOLIS, MN 55402-1498
(612) 340-2600

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC:
UPON CONSUMMATION OF THE MERGER DESCRIBED HEREIN.

THE REGISTRANT HEREBY AMENDS THIS REGISTRATION STATEMENT ON SUCH DATE OR
DATES AS MAY BE NECESSARY TO DELAY ITS EFFECTIVE DATE UNTIL THE REGISTRANT SHALL
FILE A FURTHER AMENDMENT WHICH SPECIFICALLY STATES THAT THIS REGISTRATION
STATEMENT SHALL THEREAFTER BECOME EFFECTIVE IN ACCORDANCE WITH THE PROVISIONS OF
SECTION 8(A) OF THE SECURITIES ACT OF 1933 OR UNTIL THE REGISTRATION STATEMENT

SHALL BECOME EFFECTIVE ON SUCH DATE AS THE COMMISSION, ACTING PURSUANT TO SAID SECTION 8(A), MAY DETERMINE.

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

ITEM 20. INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 145 of the Delaware General Corporation Law authorizes a court to award, or a corporation's Board of Directors to grant, indemnification to directors and officers in terms sufficiently broad to permit such indemnification under certain circumstances for liabilities (including reimbursement for expenses incurred) arising under the Securities Act. Article Eight of the Registrant's Second Amended Certificate of Incorporation (Exhibit 3.1 hereto) and Article VI of the Registrant's Bylaws (Exhibit 3.2 hereto) provide for indemnification of its directors, officers, employees and other agents to the maximum extent permitted by the Delaware Law. In addition, the Registrant has entered into Indemnification Agreements (Exhibit 10.1 hereto) with its officers and directors.

Commencing with the effectiveness of the Merger, the Registrant will either cause J3 to, or will itself directly indemnify the current officers and directors of J3 in accordance with J3's Bylaws in effect immediately before the Merger to any action or inaction by such person prior to the Merger.

ITEM 21. EXHIBITS AND FINANCIAL STATEMENT SCHEDULE

(A) EXHIBITS

- 3.1 Second Amended and Restated Certificate of Incorporation.*
- 3.2(2) Bylaws as amended.
- 4.1(2) Article III of Restated Certificate of Incorporation (See Exhibit 3.1).
- 4.2(2) Form of Certificate for Common Stock.
- 5.1 Opinion of Wilson Sonsini Goodrich & Rosati (regarding legality of securities being offered). (see page II-5).
- 10.1(2) Form of Indemnification Agreement.
- 10.2(2) Amended and Restated Registration Agreement dated March 19, 1993 among the Registrant, The Dun & Bradstreet Corporation ("D&B") and Dun & Bradstreet Enterprises, Inc.
- 10.3(2) Stockholder's Agreement dated as of March 19, 1993 by and between the Registrant and D&B.
- 10.4(1) Lease dated December 29, 1994 by and between Soundview Farms and the Registrant related to premises at 56 Top Gallant Road, 70 Gatehouse Road, and 88 Gatehouse Road, Stamford, Connecticut.
- 10.6(2) Long Term Incentive Plan (Tenure Plan), including form of Employee Stock Purchase Agreement.
- 10.7(3) 1991 Stock Option Plan, as amended, including form of Stock Option Agreement.
- 10.8(2) 1993 Director Stock Option Plan.
- 10.9(2) Employee Stock Purchase Plan.
- 10.10(4) 1994 Long Term Stock Option Plan.
- 10.11(1) Forms of Master Client Agreement.
- 10.12(2) Commitment Letter dated July 16, 1993 from The Bank of New York.
- 10.13(3) Commitment Letter dated July 5, 1994 from Chemical Connecticut Corporation.
- 10.14(2) Indemnification Agreement dated April 16, 1993 by and among the Registrant, D&B and the Fund.
- 10.15(1) Research Sharing Agreement dated May 17, 1995 between Registrant and SoundView Financial Group.
- 11.1(1) Computation of Net Income per Common Share.
- 13.1(1) Annual Report to Stockholders.

- 21.1(1) Subsidiaries of Registrant.
 23.1 Consent of Price Waterhouse LLP
 23.2 Consent of Arthur Andersen LLP
 23.3 Report of Price Waterhouse LLP on Financial Statement Schedule.
 25.1 Power of Attorney. (see page II-4).
 99.1 Form of J3 Learning Corporation Proxy

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 * Previously filed.

- (1) Incorporated by reference from the Gartner's Annual Report on Form 10-K, dated as of December 21, 1995.
 (2) Incorporated by reference from the Gartner's Registration Statement on Form S-1, as amended, effective October 4, 1993.
 (3) Incorporated by reference from Gartner's Registration Statement on Form S-8 as filed on November 3, 1994.
 (4) Incorporated by reference from Gartner's Registration Statement on Form S-8 as filed on May 18, 1995.

(B) FINANCIAL STATEMENT SCHEDULE

GARTNER GROUP, INC.

SCHEDULE VIII -- VALUATION AND QUALIFYING ACCOUNTS
 (ALL AMOUNTS IN THOUSANDS)

	BALANCE AT BEGINNING OF YEAR	ADDITIONS CHARGED TO COSTS AND EXPENSES	ADDITIONS CHARGED TO OTHER ACCOUNTS(1)	DEDUCTIONS FROM RESERVE	BALANCE AT END OF YEAR
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YEAR ENDED SEPTEMBER 30, 1993					
Allowance for doubtful accounts and returns and allowances.....	\$2,803	\$ 596	\$ 65	\$ 686	\$2,778
	=====	=====	=====	=====	=====
YEAR ENDED SEPTEMBER 30, 1994					
Allowance for doubtful accounts and returns and allowances.....	\$2,778	\$1,345	\$ 162	\$ 854	\$3,431
	=====	=====	=====	=====	=====
YEAR ENDED SEPTEMBER 30, 1995					
Allowance for doubtful accounts and returns and allowances.....	\$3,431	\$1,900	\$ 27	\$1,668	\$3,690
	=====	=====	=====	=====	=====

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 (1) Allowances of \$27,000, \$162,000, and \$65,000 assumed upon acquisitions of entities in fiscal years 1995, 1994 and 1993, respectively.

Schedules not listed above have been omitted because the information required to be set forth therein is not applicable or is shown in the financial statements, management's discussion and analysis or notes thereto.

ITEM 22. UNDERTAKINGS

(1) The undersigned Registrant hereby undertakes as follows: that prior to any public reoffering of the securities registered hereunder through use of a prospectus which is a part of this Registration Statement, by any person or party who is deemed to be an underwriter within the meaning of Rule 145(c), the undersigned Registrant undertakes that such reoffering prospectus will contain the information called for by the applicable registration form with respect to reofferings by persons who may be deemed underwriters, in addition to the information called for by the other Items of the applicable form.

(2) The Registrant undertakes that every prospectus (i) that is filed pursuant to paragraph (1) immediately preceding, or (ii) that purports to meet the requirements of Section 10(a)(3) of the Securities Act and is used in connection with an offering of securities subject to Rule 415, will be filed as a part of an amendment to the Registration Statement and will not be used until such amendment is effective, and that, for purposes of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) Insofar as the indemnification for liabilities arising under the Securities Act may be permitted to Directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

(4) The undersigned Registrant hereby undertakes to respond to requests for information that is incorporated by reference into the Prospectus pursuant to Items 4, 10(b), 11 or 13 of this Form, within one business day of receipt of such request, and to send the incorporated documents by first class mail or other equally prompt means. This includes information contained in documents filed subsequent to the effective date of the Registration Statement through the date of responding to the request.

The undersigned Registrant hereby undertakes to supply by means of a post-effective amendment all information concerning a transaction, and the company being acquired involved therein, that was not the subject of and included in the Registration Statement when it became effective.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant 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 the 2nd day of July 1996.

GARTNER GROUP, INC

By: /s/ MANUEL A. FERNANDEZ

 Manuel A. Fernandez
 President, Chief Executive Officer
 and
 Chairman of the Board

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints, jointly and severally, Manuel A. Fernandez and John F. Halligan, and each of them acting individually, as his attorney-in-fact, each with full power of substitution, for him in any and all capacities, to sign any and all amendments to this Registration Statement, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming our signatures as they may be signed by our said attorney to any and all amendments to said Registration Statement.

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:

SIGNATURE	TITLE	DATE
/s/ MANUEL A. FERNANDEZ	President, Chief Executive Officer and Chairman of the Board (Principal Executive Officer)	July 2, 1996
Manuel A. Fernandez		
/s/ JOHN F. HALLIGAN	Executive Vice President, Chief Financial Officer, Treasurer and Corporation Secretary (Principal Financial Officer)	July 2, 1996
John F. Halligan		
/s/ WILLIAM O. GRABE	Director	July 2, 1996
William O. Grabe		
/s/ MAX D. HOPPER	Director	July 2, 1996
Max D. Hopper		
/s/ JOHN P. IMLAY, JR.	Director	July 2, 1996
John P. Imlay, Jr.		
/s/ STEPHEN G. PAGLIUCA	Director	July 2, 1996
Stephen G. Pagliuca		
/s/ DENNIS G. SISCO	Director	July 2, 1996
Dennis G. Sisco		

EXHIBIT INDEX

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CONSENT OF INDEPENDENT ACCOUNTANTS

We consent to the inclusion by reference in the Prospectus constituting part of this Registration Statement on Form S-4 of Gartner Group, Inc. of our report dated January 5, 1996 on our audits of the combined balanced sheets of Dataquest Incorporated as of September 30, 1995, 1994, and 1993 and related combined statements of operations, divisional equity and cash flows for the years ended September 30, 1995, 1994, 1993, which appears on Exhibit A of Gartner Group, Inc.'s report on Form 8-K/A, dated February 9, 1996.

COOPERS & LYBRAND LLP

San Jose, California
June 25, 1996