
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported)

February 2, 2006

GARTNER, INC.

(Exact name of registrant as specified in its charter)

DELAWARE

(State or Other Jurisdiction of
Incorporation)

1-14443

(Commission File Number)

04-3099750

(IRS Employer
Identification No.)

P.O. Box 10212

56 Top Gallant Road

Stamford, CT 06902-7747

(Address of Principal Executive Offices, including Zip Code)

(203) 316-1111

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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ITEM 2.02. RESULTS OF OPERATIONS AND FINANCIAL CONDITION.

On February 7, 2006, Gartner, Inc. (the “Company”) announced financial results for the quarter and year ended December 31, 2005. A copy of the Company’s press release is furnished as Exhibit 99.1.

In accordance with General Instruction B.2 of Form 8-K, the information in this Item 2.02 and in Exhibit 99.1 of this Current Report on Form 8-K shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liability of that section, and shall not be incorporated by reference into any registration statement or other document filed under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

ITEM 5.02 DEPARTURE OF DIRECTORS OR PRINCIPALS OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF PRINCIPAL OFFICERS.

On February 7, 2006 the Board of Directors of the Company, acting on the recommendation of the Governance Committee, elected Richard J. Bressler as a director. Mr. Bressler was also appointed as a member of the Audit Committee. There are no arrangements or understandings between Mr. Bressler and any other person pursuant to which Mr. Bressler was selected to serve as a director. No information called for by Item 404(a) of Regulation S-K is required to be disclosed herein.

ITEM 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year

On February 2, 2005, the Board of Directors of the Company approved an amendment to the Company’s Bylaws to increase the number of directors from ten to eleven.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

(d) Exhibits

<u>EXHIBIT NO.</u>	<u>DESCRIPTION</u>
3.1	Bylaws of Gartner, Inc.
99.1	Press Release issued February 7, 2006, with respect to financial results for Gartner, Inc. for the quarter and year ended December 31, 2005.

SIGNATURES

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

Gartner, Inc.

Date: February 6, 2006

By: /s/ Christopher Lafond

Christopher Lafond
Executive Vice President,
Chief Financial Officer

EXHIBIT INDEX

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BY-LAWS
OF
GARTNER, INC.
A Delaware Corporation
(as amended through February 2, 2006)

ARTICLE I
OFFICES

Section 1. Registered Office. The registered office of the corporation in the State of Delaware shall be located in the City of Dover, County of Kent at such location as the Board of Directors may determine from time to time.

Section 2. Other Offices. The corporation may also have offices at such other places, both within and without the state of Delaware, as the board of directors may from time to time determine or the business of the corporation may require.

ARTICLE II
MEETINGS OF STOCKHOLDERS

Section 1. Place and Time of Meetings. An annual meeting of the stockholders shall be held each year at such place as shall be determined by the board of directors of the corporation, for the purpose of electing directors and, conducting such other proper business as may come before the meeting. The date, time and place of the annual meeting shall be determined by the board.

Section 2. Special Meetings. Special meetings of stockholders may be called for any purpose and may be held at such time and place, within or without the State of Delaware, as shall be stated in a notice of meeting or in a duly executed waiver of notice thereof. Such meetings may be called at any time by the board of directors or the president. No business may be transacted at any special meeting otherwise than as specified in the notice to stockholders of such meeting.

Section 3. Place of Meetings. The board of directors may designate any place, either within or without the State of Delaware, as the place of meeting for any annual meeting or for any special meeting called by the board of directors. If no designation is made, or if a special meeting be otherwise called, the place of meeting shall be the principal executive office of the corporation.

Section 4. Notice. Whenever stockholders are required or permitted to take action at a meeting, written or printed notice stating the place, date, time, and, in the case of special meetings, the purpose or purposes, of such meeting, shall be given to each stockholder entitled to vote at such meeting not less than 10 nor more than 60 days before the date of the meeting. All such notices shall be delivered, either personally or by mail, by or at the direction of the board of directors, the chief executive officer or the secretary, and if mailed, such notice shall be deemed to be delivered when deposited in the United States mail, postage prepaid, addressed to the stockholder at his, her or its

address as the same appears on the records of the corporation. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when the person attends for the express purpose of objecting at the beginning of the meeting to the transaction of any business because the meeting is not lawfully called or convened.

Section 5. Stockholders List. The officer having charge of the stock ledger of the corporation shall make, at least 10 days before every meeting of the stockholders, a complete list of the stockholders entitled to vote at such meeting arranged in alphabetical order, showing the address of each stockholder and the class and number of shares registered in the name of each stockholder. Such list shall be open to the examination of any stockholder, for any purpose germane to the meeting, during ordinary business hours, for a period of at least 10 days prior to the meeting, either at a place within the city where the meeting is to be held, which place shall be specified in the notice of the meeting or, if not so specified, at the place where the meeting is to be held. The list shall also be produced and kept at the time and place of the meeting during the whole time thereof, and may be inspected by any stockholder who is present.

Section 6. Quorum. The holders of a majority of the outstanding shares of capital stock, present in person or represented by proxy, shall constitute a quorum at all meetings of the stockholders, except as otherwise provided by statute or by the certificate of incorporation. If a quorum is not present, the holders of a majority of the shares present in person or represented by proxy at the meeting, and entitled to vote at the meeting, may adjourn the meeting to another time and/or place.

Section 7. Adjourned Meetings. When a meeting is adjourned to another time and place, notice need not be given of the adjourned meeting if the time and place thereof are announced at the meeting at which the adjournment is taken. At the adjourned meeting the corporation may transact any business which might have been transacted at the original meeting. If the adjournment is for more than thirty days, or if after the adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each stockholder of record entitled to vote at the meeting.

Section 8. Vote Required. When a quorum is present, the affirmative vote of the majority of shares present in person or represented by proxy at the meeting and entitled to vote on the subject matter shall be the act of the stockholders, unless the question is one upon which by express provisions of an applicable law or of the certificate of incorporation a different vote is required, in which case such express provision shall govern and control the decision of such question. Where a separate vote by class is required, the affirmative vote of the majority of shares of such class present in person or represented by proxy at the meeting shall be the act of such class.

Section 9. Voting Rights. Except as otherwise provided by the General Corporation Law of the State of Delaware or by the certificate of incorporation of the corporation or any amendments thereto and subject to Section 3 of Article VI hereof, every stockholder shall at every meeting of the stockholders be entitled to one vote in person or by proxy for each share of common stock held by

such stockholder. The holders of preferred stock will be entitled to vote as provided by law and by the corporation's certificate of incorporation or any amendments thereto.

Section 10. Proxies. Each stockholder entitled to vote at a meeting of stockholders or to express consent or dissent to corporate action in writing without a meeting may authorize another person or persons to act for him or her by proxy, but no such proxy shall be voted or acted upon after three years from its date, unless the proxy provides for a longer period. A duly executed proxy shall be irrevocable if it states that it is irrevocable and if, and only as long as, it is coupled with an interest sufficient in law to support an irrevocable power. A proxy may be made irrevocable regardless of whether the interest with which it is coupled is an interest in the stock itself or an interest in the corporation generally. Any proxy is suspended when the person executing the proxy is present at a meeting of stockholders and elects to vote, except that when such proxy is coupled with an interest and the fact of the interest appears on the face of the proxy, the agent named in the proxy shall have all voting and other rights referred to in the proxy, notwithstanding the presence of the person executing the proxy. At each meeting of the stockholders, and before any voting commences, all proxies filed at or before the meeting shall be submitted to and examined by the secretary or a person designated by the secretary, and no shares may be represented or voted under a proxy that has been found to be invalid or irregular.

Section 11. Action by Written Consent. Unless otherwise provided in the certificate of incorporation, any action required to be taken at any annual or special meeting of stockholders of the corporation, or any action which may be taken at any annual or special meeting of such stockholders, may be taken without a meeting without prior notice and without a vote, if a consent or consents in writing, setting forth the action so taken and bearing the dates of signatures of the stockholders who signed the consent or consents, shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted and shall be delivered to the corporation by delivery to its registered office in the state of Delaware, or the corporation's principal place of business, or an officer or agent of the corporation having custody of the book or books in which proceedings of meetings of the stockholders are recorded. Delivery made to the corporation's registered office shall be by hand or by certified or registered mail, return receipt requested. All consents properly delivered in accordance with this section shall be deemed to be recorded when so delivered. No written consent shall be effective to take the corporate action referred to therein unless, within sixty (60) days of the earliest dated consent delivered to the corporation as required by this section, written consents signed by the holders of a sufficient number of shares to take such corporate action are so recorded. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to those stockholders who have not consented in writing. Any action taken pursuant to such written consent or consents of the stockholders shall have the same force and effect as if taken by the stockholders at a meeting thereof.

Section 12. Advance Notice of Stockholder Nominees and Stockholder Business. To be properly brought before an annual meeting or special meeting, nominations for the election of director or other business must be (a) specified in the notice of meeting (or any supplement thereto)

given by or at the direction of the board of directors, (b) otherwise properly brought before the meeting by or at the direction of the board of directors, or (c) otherwise properly brought before the meeting by a stockholder. For such nominations or other business to be considered properly brought before the meeting by a stockholder, such stockholder must have given timely notice and in proper form of his intent to bring such business before such meeting. To be timely, such stockholder's notice must be delivered or mailed to and received by the secretary of the corporation not less than 90 days prior to the meeting; provided, however, that in the event that less than 100 days notice or prior public disclosure of the date of the meeting is given or made to stockholders, notice by the stockholder to be timely must be so received not later than the close of business on the tenth day following the day on which such notice of the date of the meeting was mailed or such public disclosure was made. To be in proper form, a stockholder's notice to the secretary shall set forth:

(i) the name and address of the stockholder who intends to make the nominations or propose the business, and, as the case may be, the name and address of the person or persons to be nominated or the nature of the business to be proposed;

(ii) a representation that the stockholder is a holder of record of stock of the corporation entitled to vote at such meeting and, if applicable, intends to appear in person or by proxy at the meeting to nominate the person or persons specified in the notice or introduce the business specified in the notice;

(iii) if applicable, a description of all arrangements or understandings between the stockholder and each nominee and any other person or persons (naming such person or persons) pursuant to which the nomination or nominations are to be made by the stockholder;

(iv) such other information regarding each nominee or each matter of business to be proposed by such stockholder as would be required to be included in a proxy statement filed pursuant to the proxy rules of the Securities and Exchange Commission had the nominee been nominated, or intended to be nominated, or the matter been proposed, or intended to be proposed by the board of directors; and

(v) if applicable, the consent of each nominee to serve as director of the corporation if so elected.

The chairman of the meeting may refuse to acknowledge the nomination of any person or the proposal of any business not made in compliance with the foregoing procedure.

ARTICLE III BOARD OF DIRECTORS

Section 1. General Powers. The business and affairs of the corporation shall be managed by or under the direction of the board of directors.

Section 2. Number, Election and Term of Office. The number of directors which shall constitute the board of directors shall be eleven (11). The number of directors may be changed from time to time by resolution of the board of directors or the stockholders. 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.

Section 3. Removal and Resignation. Any director or the entire board of directors may be removed at any time, with or without cause, by the holders of a majority of the shares then entitled to vote at an election of directors. Whenever the holders of any class or series are entitled to elect one or more directors by the provisions of the corporation's certificate of incorporation, the provisions of this section shall apply, in respect to the removal without cause of a director or directors so elected, to the vote of the holders of the outstanding shares of that class or series and not to the vote of the outstanding shares as a whole. Any director may resign at any time upon written notice to the corporation.

Section 4. Vacancies. 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. Each director so chosen shall hold office until a successor is duly elected and qualified or until his or her earlier death, resignation or removal as provided herein.

Section 5. Annual Meetings. The annual meeting of the board of directors shall be held without other notice than this by-law immediately after, and at the same place as, the annual meeting of stockholders.

Section 6. Other Meetings and Notice. Regular meetings, other than the annual meeting, of the board of directors may be held without notice at such time and at such place as shall from time to time be determined by resolution of the board. Special meetings of the board of directors may be called by or at the request of the chairman of the board, the chief executive officer or any two directors on at least 48 hours notice to each director, either personally, by telephone, by mail or by telegraph.

Section 7. Quorum, Required Vote and Adjournment. A majority of the total number of directors shall constitute a quorum for the transaction of business. The vote of a majority of directors present at a meeting at which a quorum is present shall be the act of the board of directors. If a quorum shall not be present at any meeting of the board of directors, the directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

Section 8. Committees. The board of directors may, by resolution passed by a majority of the whole board, designate one or more committees, each committee to consist of one or more of the directors of the corporation, which to the extent provided in such resolution or these by-laws shall have and may exercise the powers of the board of directors in the management and affairs of the corporation except as otherwise limited by law. The board of directors may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. Such committee or committees shall have such name or names as may be determined from time to time by resolution adopted by the board of directors. Each committee shall keep regular minutes of its meetings and report the same to the board of directors when required.

Section 9. Committee Rules. Each committee of the board of directors may fix its own rules of procedure and shall hold its meetings as provided by such rules, except as may otherwise be provided by a resolution of the board of directors designating such committee. Unless otherwise provided in such a resolution, the presence of at least a majority of the members of the committee shall be necessary to constitute a quorum. In the event that a member and that member's alternate, if alternates are designated by the board of directors as provided in Section 8 of this Article III, of such committee is or are absent or disqualified, the member or members thereof present at any meeting and not disqualified from voting, whether or not such member or members constitute a quorum, may unanimously appoint another member of the board of directors to act at the meeting in place of any such absent or disqualified member.

Section 10. Communications Equipment. Members of the board of directors or any committee thereof may participate in and act at any meeting of such board or committee through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, and participation in the meeting pursuant to this section shall constitute presence in person at the meeting.

Section 11. Waiver of Notice and Presumption of Assent. Any member of the board of directors or any committee thereof who is present at a meeting shall be conclusively presumed to have waived notice of such meeting except when such member attends for the express purpose of objecting at the beginning of the meeting to the transaction of any business because the meeting is not lawfully called or convened. Such member shall be conclusively presumed to have assented to any action taken unless his or her dissent shall be entered in the minutes of the meeting or unless his or her written dissent to such action shall be filed with the person acting as the secretary of the meeting before the adjournment thereof or shall be forwarded by registered mail to the secretary of

the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to any member who voted in favor of such action.

Section 12. Action by Written Consent. Unless otherwise restricted by the certificate of incorporation, any action required or permitted to be taken at any meeting of the board of directors, or of any committee thereof, may be taken without a meeting if all members of the board or committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the board or committee.

Section 13. Directors Emeritus. The board of directors may, by resolution adopted by a majority of the whole board, appoint a director or former director who has served the corporation with distinction as a Director Emeritus. Such appointment shall be for a term expiring at the next Annual Meeting of Stockholders but shall be subject to renewal, by the same vote, at the meeting of the Board immediately following the Annual Meeting. A Director Emeritus shall not be considered a member of the board of directors, but shall be a consultant to the board and, in such capacity, shall be invited to attend all meetings of the board and such meetings of the committees of the board as the chairman of the board shall determine to be appropriate. For his or her services, a Director Emeritus shall be entitled to receive the same compensation for meetings actually attended as members of the board of directors, but shall not be entitled to receive any annual or other periodic fee or retainer paid to members of the Board.

Section 14. Chairman of the Board. The Board of Directors may elect from among its members a Chairman of the Board. The Chairman of the Board shall preside at all meetings of the stockholders and directors.

ARTICLE IV OFFICERS

Section 1. Number. The officers of the corporation shall be elected by the board of directors and shall consist of a president, one or more vice-presidents, a secretary, a treasurer, and such other officers and assistant officers as may be deemed necessary or desirable by the board of directors. Any number of offices may be held by the same person. In its discretion, the board of directors may choose not to fill any office for any period as it may deem advisable, except that the offices of president and secretary shall be filled as expeditiously as possible.

Section 2. Election and Term of Office. The officers of the corporation shall be elected annually by the board of directors at its first meeting held after each annual meeting of stockholders or as soon thereafter as conveniently may be. Vacancies may be filled or new offices created and filled at any meeting of the board of directors. Each officer shall hold office until a successor is duly elected and qualified or until his or her earlier death, resignation or removal as hereinafter provided.

Section 3. Removal. Any officer or agent elected by the board of directors may be removed by the board of directors whenever in its judgment the best interests of the corporation would be

served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4. Vacancies. Any vacancy occurring in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the board of directors for the unexpired portion of the term by the board of directors then in office.

Section 5. Compensation. Compensation of all officers shall be fixed by the board of directors, and no officer shall be prevented from receiving such compensation by virtue of his or her also being a director of the corporation.

Section 6. The Chief Executive Officer. The chief executive officer shall be the chief executive officer of the corporation; shall have general charge of the business, affairs and property of the corporation, and control over its officers, agents and employees; and shall see that all orders and resolutions of the board of directors are carried into effect. The chief executive officer shall execute bonds, mortgages and other contracts requiring a seal, under the seal of the corporation, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the board of directors to some other officer or agent of the corporation. The chief executive officer shall have such other powers and perform such other duties as may be prescribed by the board of directors or as may be provided in these by-laws.

Section 7. The President. The President shall, in the absence or disability of the president, act with all of the powers and be subject to all the restrictions of the president. The president shall also perform such other duties and have such other powers as the board of directors, the chief executive officer or these by-laws may, from time to time, prescribe.

Section 8. Vice-presidents. The vice-president, or if there shall be more than one, the vice-presidents in the order determined by the board of directors, shall, in the absence or disability of the chief executive officer and president, act with all of the powers and be subject to all the restrictions of the chief executive officer and president. The vice-presidents shall also perform such other duties and have such other powers as the board of directors, the chief executive officer or these by-laws may, from time to time, prescribe.

Section 9. The Secretary and Assistant Secretaries. The secretary shall attend all meetings of the board of directors, all meetings of the committees thereof and all meetings of the stockholders and record all the proceedings of the meetings in a book or books to be kept for that purpose. Under the chief executive's supervision, the secretary shall give, or cause to be given, all notices required to be given by these by-laws or by law; shall have such powers and perform such duties as the board of directors, the chief executive officer or these by-laws may, from time to time, prescribe; and shall have custody of the corporate seal of the corporation. The secretary, or an assistant secretary, shall have authority to affix the corporate seal to any instrument requiring it and when so affixed, it may be attested by his or her signature or by the signature of such assistant secretary. The board of directors may give general authority to any other officer to affix the seal of the corporation and to attest the affixing by his or her signature. The assistant secretary, or if there be more than one, the

assistant secretaries in the order determined by the board of directors, shall, in the absence or disability of the secretary, perform the duties and exercise the powers of the secretary and shall perform such other duties and have such other powers as the board of directors, the chief executive officer or secretary may, from time to time, prescribe.

Section 10. The Treasurer and Assistant Treasurer. The treasurer shall have the custody of the corporate funds and securities; shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation; shall deposit all monies and other valuable effects in the name and to the credit of the corporation as may be ordered by the board of directors; shall cause the funds of the corporation to be disbursed when such disbursements have been duly authorized, taking proper vouchers for such disbursements; and shall render to the chief executive officer and the board of directors, at its regular meeting or when the board of directors so requires, an account of the corporation; shall have such powers and perform such duties as the board of directors, the chief executive officer or these by-laws may, from time to time, prescribe. If required by the board of directors, the treasurer shall give the corporation a bond (which shall be rendered every six years) in such sums and with such surety or sureties as shall be satisfactory to the board of directors for the faithful performance of the duties of the office of treasurer and for the restoration to the corporation, in case of death, resignation, retirement, or removal from office, of all books, papers, vouchers, money, and other property of whatever kind in the possession or under the control of the treasurer belonging to the corporation. The assistant treasurer, or if there shall be more than one, the assistant treasurers in the order determined by the board of directors, shall in the absence or disability of the treasurer perform the duties and exercise the powers of the treasurer. The assistant treasurers shall perform such other duties and have such other powers as the board of directors, the chief executive officer or treasurer may, from time to time, prescribe.

Section 11. Other Officers, Assistant Officers and Agents. Officers, assistant officers and agents, if any, other than those whose duties are provided for in these by-laws, shall have such authority and perform such duties as may from time to time be prescribed by resolution of the board of directors.

Section 12. Absence or Disability of Officers. In the case of the absence or disability of any officer of the corporation and of any person hereby authorized to act in such officer's place during such officer's absence or disability, the board of directors may by resolution delegate the powers and duties of such officer to any other officer or to any director, or to any other person whom it may select.

ARTICLE IV-A APPOINTED OFFICERS

Section 1. Appointment of Officers. The Board of Directors may authorize the Chief Executive Officer to appoint such other vice presidents and other officers as the business of the Corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as are provided in the bylaws or as the Board of Directors may from time to time

determine (or, in the absence of such determination by the Board of Directors, as the Chief Executive Officer from time to time determines).

Section 2. Removal. Any officer appointed in accordance with the provisions of Section 1 may be removed by the Board of Directors or by the Chief Executive Officer (if appointed by such person) whenever in his or her judgment the best interest of the Corporation would be served thereby, provided that such removal shall be without prejudice to the contract rights, if any of the persons so removed.

Section 3. Appointment Officers and Deemed Elected Officers. Officers appointed pursuant to Section 1 hereof shall not be deemed to be elected officers of the Corporation, and in particular but without limitation shall not be deemed to be executive officers of the corporation for the purposes of the Securities Exchange Act of 1934, as amended, or any successor statute.

ARTICLE V
INDEMNIFICATION OF OFFICERS, DIRECTORS AND OTHERS

Section 1. Nature of Indemnity. Each person who was or is made a party or is threatened to be made a party to or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (hereinafter a "proceeding"), by reason of the fact that he or she, or a person of whom he or she is the representative, is or was a director or officer of the corporation or is or was serving at the request of the corporation as a director, officer, employee, fiduciary or agent of another corporation or of a partnership, joint venture, trust or other enterprise, shall be indemnified and held harmless by the corporation to the fullest extent which it is empowered to do so unless prohibited from doing so by the General Corporation Law of the State of Delaware, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the corporation to provide broader indemnification rights than said law permitted the corporation to provide prior to such amendment) against all expense, liability and loss including attorneys' fees actually and reasonably incurred by such person in connection with such proceeding, and such indemnification shall inure to the benefit of his or her heirs, executors and administrators; provided, however, that, except as provided in Section 2 hereof, the corporation shall indemnify any such person seeking indemnification in connection with a proceeding initiated by such person only if such proceeding was authorized by the board of directors of the corporation. The right to indemnification conferred in this Article V shall be a contract right and, subject to sections 2 and 5 hereof, shall include the right to be paid by the corporation the expenses incurred in defending any such proceeding in advance of its final disposition. The corporation may, by action of its board of directors, provide indemnification to employees and agents of the corporation with the same scope and effect as the foregoing indemnification of directors and officers.

Section 2. Procedure for Indemnification of Directors and Officers. Any indemnification of a director or officer of the corporation under Section 1 of this Article V or advance of expenses under Section 5 of this Article V shall be made promptly, and in any event within 30 days, upon the written request of the director or officer. If a determination by the corporation that the director or

officer is entitled to indemnification pursuant to this Article V is required, and the corporation fails to respond within 60 days to a written request for indemnity, the corporation shall be deemed to have approved the request. If the corporation denies a written request for indemnification or advancing of expenses, in whole or in part, or if payment in full pursuant to such request is not made within 60 days, the right to indemnification or advances as granted by this Article V shall be enforceable by the director or officer in any court of competent jurisdiction. Such person's costs and expenses incurred in connection with successfully establishing his or her right to indemnification, in whole or in part, in any such action shall also be indemnified by the corporation. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition where the required undertaking, if any, has been tendered to the corporation) that the claimant has not met the standards of conduct which make it permissible under the General Corporation Law of the State of Delaware for the corporation to indemnify the claimant for the amount claimed, but the burden of such defense shall be on the corporation. Neither the failure of the corporation (including its board of directors, independent legal counsel, or its stockholders) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he or she has met the applicable standard of conduct set forth in the General Corporation Law of the State of Delaware, nor an actual determination by the corporation (including its board of directors, independent legal counsel, or its stockholders) that the claimant has not met such applicable standard of conduct, shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

Section 3. Article Not Exclusive. The rights to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Article V shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the certificate of incorporation, by-law, agreement, vote of stockholders or disinterested directors or otherwise.

Section 4. Insurance. The corporation may purchase and maintain insurance on its own behalf and on behalf of any person who is or was a director, officer, employee, fiduciary, or agent of the corporation or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, whether or not the corporation would have the power to indemnify such person against such liability under this Article V.

Section 5. Expenses. Expenses incurred by any person described in Section 1 of this Article V in defending a proceeding shall be paid by the corporation in advance of such proceeding's final disposition unless otherwise determined by the board of directors in the specific case, upon receipt of an undertaking by or on behalf of the director or officer to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the corporation. Such expenses incurred by other employees and agents may be so paid upon such terms and conditions, if any, as the board of directors deems appropriate.

Section 6. Employees and Agents. Persons who are not covered by the foregoing provisions of this Article V and who are or were employees or agents of the corporation, or who are or were serving at the request of the corporation as employees or agents of another corporation, partnership, joint venture, trust or other enterprise, may be indemnified to the extent authorized at any time or from time to time by the board of directors.

Section 7. Contract Rights. The provisions of this Article V shall be deemed to be a contract right between the corporation and each director or officer who serves in any such capacity at any time while this Article V and the relevant provisions of the General Corporation Law of the State of Delaware or other applicable law are in effect, and any repeal or modification of this Article V or any such law shall not affect any rights or obligations then existing with respect to any state of facts or proceeding then existing.

Section 8. Merger or Consolidation. For purposes of this Article V, references to “the corporation” shall include, in addition to the resulting corporation, any constituent corporation (including any constituent of a constituent) absorbed in a consolidation or merger which, if its separate existence had continued, would have had power and authority to indemnify its directors, officers, and employees or agents, so that any person who is or was a director, officer, employee or agent of such constituent corporation, or is or was serving at the request of such constituent corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall stand in the same position under this Article V with respect to the resulting or surviving corporation as he or she would have with respect to such constituent corporation if its separate existence had continued.

ARTICLE VI CERTIFICATES OF STOCK

Section 1. Form. Every holder of stock in the corporation shall be entitled to have a certificate, signed by, or in the name of the corporation by the president or a vice-president and the secretary or an assistant secretary of the corporation, certifying the number of shares owned by such holder in the corporation. If such a certificate is countersigned (1) by a transfer agent or an assistant transfer agent other than the corporation or its employee or (2) by a registrar, other than the corporation or its employee, the signature of any such president, vice-president, secretary, or assistant secretary may be facsimiles. In case any officer or officers who have signed, or whose facsimile signature or signatures have been used on, any such certificate or certificates shall cease to be such officer or officers of the corporation whether because of death, resignation or otherwise before such certificate or certificates have been delivered by the corporation, such certificate or certificates may nevertheless be issued and delivered as though the person or persons who signed such certificate or certificates or whose facsimile signature or signatures have been used thereon had not ceased to be such officer or officers of the corporation. All certificates for shares shall be consecutively numbered or otherwise identified. The name of the person to whom the shares represented thereby are issued, with the number of shares and date of issue, shall be entered on the books of the corporation. Shares of stock of the corporation shall only be transferred on the books of the corporation by the holder of record thereof or by such holder’s attorney duly authorized in

writing, upon surrender to the corporation of the certificate or certificates for such shares endorsed by the appropriate person or persons, with such evidence of the authenticity of such endorsement, transfer, authorization, and other matters as the corporation may reasonably require, and accompanied by all necessary stock transfer stamps. In that event, it shall be the duty of the corporation to issue a new certificate to the person entitled thereto, cancel the old certificate or certificates, and record the transaction on its books. The board of directors may appoint a bank or trust company organized under the laws of the United States or any state thereof to act as its transfer agent or registrar, or both in connection with the transfer of any class or series of securities of the corporation.

Section 2. Lost Certificates. The board of directors may direct a new certificate or certificates to be issued in place of any certificate or certificates previously issued by the corporation alleged to have been lost, stolen, or destroyed, upon the making of an affidavit of that fact by the person claiming the certificate of stock to be lost, stolen, or destroyed. When authorizing such issue of a new certificate or certificates, the board of directors may, in its discretion and as a condition precedent to the issuance thereof, require the owner of such lost, stolen, or destroyed certificate or certificates, or his or her legal representative, to give the corporation a bond sufficient to indemnify the corporation against any claim that may be made against the corporation on account of the loss, theft or destruction of any such certificate or the issuance of such new certificate.

Section 3. Fixing a Record Date for Stockholder Meetings. In order that the corporation may determine the stockholders entitled to notice of or to vote at any meeting of stockholders or any adjournment thereof, the board of directors may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted by the board of directors, and which record date shall not be more than sixty (60) nor less than ten (10) days before the date of such meeting. If no record date is fixed by the board of directors, the record date for determining stockholders entitled to notice of or to vote at a meeting of stockholders shall be the close of business on the next day preceding the day on which notice is given, or if notice is waived, at the close of business on the day next preceding the day on which the meeting is held. A determination of stockholders of record entitled to notice of or to vote at a meeting of stockholders shall apply to any adjournment of the meeting; provided, however, that the board of directors may fix a new record date for the adjourned meeting.

Section 4. Fixing a Record Date for Action by Written Consent. In order that the corporation may determine the stockholders entitled to consent to corporate action in writing without a meeting, the board of directors may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted by the board of directors, and which date shall not be more than ten (10) days after the date upon which the resolution fixing the record date is adopted by the board of directors. If no record date has been fixed by the board of directors, the record date for determining stockholders entitled to consent to corporate action in writing without a meeting, when no prior action by the board of directors is required by statute, shall be the first date on which a signed written consent setting forth the action taken or proposed to be taken is delivered to the corporation by delivery to its registered office in the State of Delaware, its principal place of business, or an officer or agent of the corporation having custody of the book in which proceedings

of meetings of stockholders are recorded. Delivery made to the corporation's registered office shall be by hand or by certified or registered mail, return receipt requested. If no record date has been fixed by the board of directors and prior action by the board of directors is required by statute, the record date for determining stockholders entitled to consent to corporate action in writing without a meeting shall be at the close of business on the day on which the board of directors adopts the resolution taking such prior action.

Section 5. Fixing a Record Date for Other Purposes. In order that the corporation may determine the stockholders entitled to receive payment of any dividend or other distribution or allotment or any rights or the stockholders entitled to exercise any rights in respect of any change, conversion or exchange of stock, or for the purposes of any other lawful action, the board of directors may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted, and which record date shall be not more than sixty (60) days prior to such action. If no record date is fixed, the record date for determining stockholders for any such purpose shall be at the close of business on the day on which the board of directors adopts the resolution relating thereto.

Section 6. Registered Stockholders. Prior to the surrender to the corporation of the certificate or certificates for a share or shares of stock with a request to record the transfer of such share or shares, the corporation may treat the registered owner as the person entitled to receive dividends, to vote, to receive notifications, and otherwise to exercise all the rights and powers of an owner. The corporation shall not be bound to recognize any equitable or other claim to or interest in such share or shares on the part of any other person, whether or not it shall have express or other notice thereof.

Section 7. Subscriptions for Stock. Unless otherwise provided for in the subscription agreement, subscriptions for shares shall be paid in full at such time, or in such installments and at such times, as shall be determined by the board of directors. Any call made by the board of directors for payment on subscriptions shall be uniform as to all shares of the same class or as to all shares of the same series. In case of default in the payment of any installment or call when such payment is due, the corporation may proceed to collect the amount due in the same manner as any debt due the corporation.

ARTICLE VII GENERAL PROVISIONS

Section 1. Dividends. Dividends upon the capital stock of the corporation, subject to the provisions of the certificate of incorporation, if any, may be declared by the board of directors at any regular or special meeting, pursuant to law. Dividends may be paid in cash, in property or in shares of the capital stock, subject to the provisions of the certificate of incorporation. Before payment of any dividend, there may be set aside out of any funds of the corporation available for dividends such sum or sums as the directors from time to time, in their absolute discretion, think proper as a reserve or reserves to meet contingencies, or for equalizing dividends, or for repairing or maintaining any

property of the corporation, or any other purpose, and the directors may modify or abolish any such reserve in the manner in which it was created.

Section 2. Checks, Drafts or Orders. All checks, drafts, or other orders for the payment of money by or to the corporation and all notes and other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation, and in such manner, as shall be determined by resolution of the board of directors or a duly authorized committee thereof.

Section 3. Contracts. The board of directors may authorize any officer or officers, or any agent or agents, of the corporation to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 4. Loans. The corporation may lend money to, or guarantee any obligation of, or otherwise assist any officer or other employee of the corporation or of its subsidiary, including any officer or employee who is a director of the corporation or its subsidiary, whenever, in the judgment of the directors such loan, guaranty or assistance may reasonably be expected to benefit the corporation. The loan, guaranty or other assistance may be with or without interest and may be unsecured or secured in such manner as the board of directors shall approve, including without limitation a pledge of shares of stock of the corporation. Nothing in this section contained shall be deemed to deny, limit or restrict the powers of guaranty or warranty of the corporation at common law or under any statute.

Section 5. Fiscal Year. The fiscal year of the corporation shall be fixed by resolution of the board of directors.

Section 6. Corporate Seal. The board of directors shall provide a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of the corporation and the words "Corporate Seal, Delaware". The seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise.

Section 7. Voting Securities Owned by Corporation. Voting securities in any other corporation held by the corporation shall be voted by the president, unless the board of directors specifically confers authority to vote with respect thereto, which authority may be general or confined to specific instances, upon some other person or officer. Any person authorized to vote securities shall have the power to appoint proxies, with general power of substitution.

Section 8. Inspection of Books and Records. Any stockholder of record, in person or by attorney or other agent, shall, upon written demand under oath stating the purpose thereof, have the right during the usual hours for business to inspect for any proper purpose the corporation's stock ledger, a list of its stockholders, and its other books and records, and to make copies or extracts therefrom. A proper purpose shall mean any purpose reasonably related to such person's interest as a stockholder. In every instance where an attorney or other agent shall be the person who seeks the

right to inspection, the demand under oath shall be accompanied by a power of attorney or such other writing which authorizes the attorney or other agent to so act on behalf of the stockholder. The demand under oath shall be directed to the corporation at its registered office in the State of Delaware or at its principal place of business.

Section 9. Section Headings. Section headings in these by-laws are for convenience of reference only and shall not be given any substantive effect in limiting or otherwise construing any provision herein.

Section 10. Inconsistent Provisions. In the event that any provision of these by-laws is or becomes inconsistent with any provision of the certificate of incorporation, the General Corporation Law of the State of Delaware or any other applicable law, the provision of these by-laws shall not be given any effect to the extent of such inconsistency but shall otherwise be given full force and effect.

ARTICLE VIII
AMENDMENTS

These by-laws may be amended, altered, or repealed and new by-laws adopted at any meeting of the board of directors by a majority vote. The fact that the power to adopt, amend, alter, or repeal the by-laws has been conferred upon the board of directors shall not divest the stockholders of the same powers.

Contacts**Investors**

Lisa Nadler (Lisa.Nadler@gartner.com)
203-316-6537

Media

Tom McCall (Tom.Mccall@gartner.com)
408-468-8101

**GARTNER REPORTS FOURTH QUARTER AND FULL YEAR 2005 RESULTS
PROVIDES OUTLOOK FOR 2006**

Contract Value of \$593 Million, Up 16%

STAMFORD, Conn. – February 7, 2006 — Gartner, Inc. (NYSE: IT), the leading provider of research and analysis on the global information technology industry, today reported results for the fourth quarter and year ended December 31, 2005.

Fourth Quarter 2005 Results

Total revenue for the fourth quarter of 2005 was \$289 million, representing a 13% increase from \$255 million in the fourth quarter of 2004. Research contract value ended the quarter at \$593 million, an increase of 16% over the same quarter last year. Normalized EBITDA was \$42 million for the quarter. GAAP EPS for the fourth quarter of 2005 was \$0.13 and normalized EPS was \$0.16. Normalized EPS excludes the following pre-tax items: a \$0.7 million charge related to a reduction in workforce; a \$1.3 million charge related to the integration activities associated with our acquisition of META; and a \$3.3 million non-cash charge for the amortization of intangible assets acquired in the META acquisition. See “Non-GAAP Financial Measures” for a further discussion of normalized EBITDA and normalized EPS.

Excluding the effect of foreign currency and the impact of the META acquisition, total revenue for the 2005 fourth quarter increased approximately 9% over the same quarter last year. The impact of foreign currency on net income for the same time period was less than \$1 million. Excluding the effect of foreign currency, research contract value increased 13% from the fourth quarter of 2004.

During the fourth quarter, Gartner repurchased 838,000 shares for approximately \$11 million under the \$100 million authorized share repurchase program.

Full Year 2005 Results

For 2005, total revenue was \$989 million, an 11% increase from \$894 million in 2004. Normalized EBITDA was \$105 million for the year. GAAP EPS for 2005 was (\$0.02) and normalized EPS was \$0.36. Normalized EPS excludes the following pre-tax items: \$11.3 million charge related to a reduction in workforce; \$8.2 million charge primarily related to a reduction in facilities; \$6.0 million charge for a stock option buyback; \$3.7 million charge for restructuring within the Company's international operations; \$5.4 million non-cash impairment losses on investments; \$15.0 million charge related to the integration activities associated with our acquisition of META; and \$10 million non-cash charge for the amortization of intangible assets acquired in the META acquisition.

Excluding the effect of foreign currency and the impact of the META acquisition, total revenue for the 2005 would have increased approximately 5% over 2004. The impact of foreign currency on net income for the same time period was negligible.

Business Segment Highlights

Research. Research revenue was \$131 million for the 2005 fourth quarter and \$523 million for the year, increases of 9% from 2004. At December 31, 2005, Research contract value, a leading indicator of future revenue, was \$593 million, up from \$567 million at September 30, 2005, and \$509 million at December 31, 2004. This represents the Company's highest reported contract value since September 30, 2000. Client and wallet retention rates for the fourth quarter were 81% and 93%, respectively.

Consulting. Consulting revenue was \$85 million for the 2005 fourth quarter and \$301 million for the year, an increase of 27% and 16% from the same periods from 2004. Utilization averaged 64% during the fourth quarter and 62% for the year, compared with average utilization of 60% and 62%, respectively, for the same periods of 2004. The average annualized revenue per billable headcount is above \$375,000. Billable headcount was 525 as of December 31, 2005, up 11% from 475 at the end of 2004. Consulting backlog was \$120 million at December 31, 2005, up 7% from the same period last year.

Events. Events revenue was \$69 million for the fourth quarter of 2005 and \$151 million for the year, up 7% and 9% from the same periods from 2004. The Company held 70 events in 2005 as compared to 56 in 2004, and had approximately 35,500 worldwide attendees in 2005, a 14% increase compared to 2004.

Gene Hall, Gartner's chief executive officer, said, "Our results for 2005 reflect focused execution on our strategy to grow and leverage our core Research business. The combination of organic growth, improved sales productivity, and the successful integration of META led to our strong revenue and contract value performance. We continue to see impressive growth in all business segments including Executive Programs, Events and Consulting."

Business Outlook

Gartner also provided its outlook for 2006. For the full year, the Company is targeting total revenue of approximately \$1,022 to \$1,055 million. By segment, for the full year 2006 the Company is targeting Research revenue of approximately \$550 million to \$560 million, Consulting revenue of approximately \$300 million to \$315 million, Events revenue of approximately \$167 million to \$172 million, and other revenue of approximately \$5 million to \$8 million.

In 2006, Gartner will adopt FAS 123(R), which requires the expensing of stock options. The Company is projecting \$12 — \$14 million of pre-tax expense related to FAS 123(R). Based on above revenue, the Company is targeting normalized EBITDA for the full year 2006 of \$135 to \$142 million, or an increase of 28 to 35 percent. Gartner is projecting GAAP EPS of \$0.36 to \$0.40 and normalized EPS of \$0.49 to \$0.53 per share. The Company expects cash flow from operations of \$95 to \$110 million.

Commenting on the Company's outlook, Mr. Hall said, "Now that the business is back on a clear growth trajectory, we will increase our momentum in 2006 with the launch of a range of exciting new products, improvements in client service and the continuing recruitment of talent across our business, particularly into our sales organization. We will also continue to identify and exploit opportunities to reduce our operating expenses across the business."

Gartner also announced the addition of Richard J. Bressler to its Board of Directors. Mr. Bressler is currently a managing director of Thomas H. Lee Partners, L.P., a private equity firm. Prior to that, he was Senior Executive Vice President and Chief Financial Officer of Viacom Inc. Before joining Viacom in 2001, Mr. Bressler spent 13 years at Time Warner in a wide variety of senior positions including Chief Executive Officer of AOL Time Warner Investments. Mr. Bressler also serves as a director of the Warner Music Group Corporation.

Conference Call and Investor Day Information

Gartner has scheduled a conference call at 10 a.m. ET today, Tuesday, February 7, 2006, to discuss the Company's financial results. The conference call will be available via the Internet by accessing the Company's web site at <http://investor.gartner.com>. A replay of the webcast will be available for 30 days following the call.

The Company will also host an Investor Day conference on Thursday, March 9, 2006 at Cipriani in New York City. The conference will begin at 9:00 a.m. EST and will conclude at approximately 1:00 p.m. EST. Registration is required. Please contact Germaine Scott at 203-316-3411 for further information.

About Gartner

Gartner, Inc. (NYSE: IT) delivers the technology-related insight necessary for its clients to make the right decisions, every day. Gartner serves 10,000 organizations, 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 consists of Gartner Research, Gartner Executive Programs, Gartner Consulting and Gartner Events. Founded in 1979, Gartner is headquartered in Stamford, Connecticut, U.S.A., and has 3,900 associates, including 1,200 research analysts and consultants in 75 countries worldwide. For more information, visit gartner.com.

Non-GAAP Financial Measures

Investors are cautioned that normalized EBITDA and normalized EPS information contained in this press release are not financial measures under generally accepted accounting principles. In addition, they should not be construed as alternatives to any other measures of performance determined in accordance with generally accepted accounting principles. These non-GAAP financial measures are provided to enhance the user's overall understanding of the Company's current financial performance and the Company's prospects for the future. We believe normalized EBITDA and normalized EPS are important measures of our recurring operations as they exclude items that may not be indicative of our core operating results and calculate earnings per share in a manner consistent with prior periods. Normalized EBITDA is based on operating income, excluding impact of FAS 123(R), depreciation and amortization, goodwill impairments, and other charges. Normalized EPS is based on net income (loss) excluding other charges, impact of FAS 123(R), non-cash charges, goodwill impairments, amortization of acquired intangible assets, and gains and losses on

investments. See “Supplemental Information” at the end of this release for reconciliation of GAAP net income and loss and EPS to normalized net income and EPS.

Safe Harbor Statement

Statements contained in this press release regarding the growth and prospects of the Company’s business, future revenue growth, the Company’s full year 2006 financial guidance, the Company’s plans regarding the launch of new products, the Company’s plans to reduce operating expenses, and all other statements in this release other than the recitation of historical facts are forward-looking statements (as defined in the Private Securities Litigation Reform Act of 1995). Such forward-looking statements include risks and uncertainties; consequently, actual results may differ materially from those expressed or implied thereby. Factors that could cause actual results to differ materially include, but are not limited to, ability to expand or even retain the Company’s customer base; ability to grow or even sustain revenue from individual customers; ability to attract and retain professional staff of research analysts and consultants upon whom the Company is dependent; ability to achieve and effectively manage growth; ability to pay the Company’s debt obligations; ability to achieve continued customer renewals and achieve new contract value, backlog and deferred revenue growth in light of competitive pressures; ability to carry out the Company’s strategic initiatives and manage associated costs; substantial competition from existing competitors and potential new competitors; additional risks associated with international operations including foreign currency fluctuations; the impact of restructuring and other charges on the Company’s businesses and operations; and other risks listed from time to time in the Company’s reports filed with the Securities and Exchange Commission. These filings can be found on Gartner’s Web site at www.gartner.com/investors and the SEC’s Web site at www.sec.gov. Forward-looking statements included herein speak only as of the date hereof and the Company disclaims any obligation to revise or update such statements to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events or circumstances.

GARTNER, INC.

Condensed Consolidated Statements of Operations
(Unaudited; in thousands, except per share amounts)

	Three Months Ended December 31,			Twelve Months Ended December 31,		
	2005	2004		2005	2004	
Revenues:						
Research	\$ 131,015	\$ 120,274	9%	\$ 523,033	\$ 480,486	9%
Consulting	85,225	67,111	27%	301,074	259,419	16%
Events	69,136	64,336	7%	151,339	138,393	9%
Other	3,924	3,688	6%	13,558	15,523	-13%
Total revenues	289,300	255,409	13%	989,004	893,821	11%
Costs and expenses:						
Cost of services and product development	138,712	124,441	11%	486,611	434,499	12%
Selling, general and administrative	108,649	95,522	14%	397,252	349,834	14%
Depreciation	6,786	6,280	8%	25,502	27,650	-8%
Amortization of intangibles	3,377	97	U	10,226	687	U
Goodwill impairments	—	1,972	0%	—	2,711	-100%
META integration charges	1,337	—	100%	14,956	—	100%
Other charges	697	11,872	-94%	29,177	35,781	-18%
Total costs and expenses	259,558	240,184	8%	963,724	851,162	13%
Operating income	29,742	15,225	F	25,280	42,659	U
Loss from investments, net	(502)	(813)	F	(5,841)	(2,958)	U
Interest expense, net	(3,289)	(1,330)	U	(11,072)	(1,317)	U
Other expense, net	(398)	(297)	U	(2,929)	(3,922)	F
Income before income taxes	25,553	12,785	F	5,438	34,462	U
Provision for income taxes	10,743	7,548	U	7,875	17,573	F
Net income (loss)	<u>\$ 14,810</u>	<u>\$ 5,237</u>	F	<u>\$ (2,437)</u>	<u>\$ 16,889</u>	U
Income (loss) per common share:						
Basic	\$ 0.13	\$ 0.05	F	\$ (0.02)	\$ 0.14	U
Diluted	\$ 0.13	\$ 0.05	F	\$ (0.02)	\$ 0.13	U
Weighted average shares outstanding:						
Basic	113,266	110,279	3%	112,253	123,603	-9%
Diluted	115,564	112,402	3%	112,253	126,326	-11%
SUPPLEMENTAL INFORMATION						
Normalized EPS (1)	\$ 0.16	\$ 0.14	14%	\$ 0.36	\$ 0.40	-10%

- (1) Normalized net income & EPS is based on net income (loss), excluding normalizing adjustments, which includes other charges, non-cash charges, META integration and amortization charges, goodwill impairments, and gains and losses from investments. We believe normalized EPS is an important measure of our recurring operations. See "Supplemental Information" at the end of this release for a reconciliation from GAAP net income (loss) and EPS to Normalized net income and EPS and a discussion of the reconciling items.

GARTNER, INC.
Condensed Consolidated Balance Sheets
(Unaudited, in thousands)

	December 31, 2005	December 31, 2004	
Assets			
Current assets:			
Cash and cash equivalents	\$ 70,282	\$ 160,126	-56%
Fees receivable, net	313,195	257,689	22%
Deferred commissions	42,804	32,978	30%
Prepaid expenses and other current assets	35,838	37,052	-3%
Total current assets	<u>462,119</u>	<u>487,845</u>	-5%
Property, equipment and leasehold improvements, net	61,770	63,495	-3%
Goodwill	404,034	231,759	74%
Intangible assets, net	15,793	138	> 100%
Other assets	82,901	77,957	6%
Total Assets	<u>\$ 1,026,617</u>	<u>\$ 861,194</u>	19%
Liabilities and Stockholders' Equity			
Current liabilities:			
Accounts payable and accrued liabilities	\$ 267,207	\$ 181,502	47%
Deferred revenues	333,065	307,696	8%
Current portion of long term debt	66,667	40,000	67%
Total current liabilities	<u>666,939</u>	<u>529,198</u>	26%
Long term debt	180,000	150,000	20%
Other liabilities	33,090	51,948	-36%
Total Liabilities	<u>880,029</u>	<u>731,146</u>	20%
Total Stockholders' Equity	<u>146,588</u>	<u>130,048</u>	13%
Total Liabilities and Stockholders' Equity	<u>\$ 1,026,617</u>	<u>\$ 861,194</u>	19%

GARTNER, INC.
Condensed Consolidated Statements of Cash Flows
(Unaudited, in thousands)

	Twelve Months Ended December 31,	
	2005	2004
Operating activities:		
Net (loss) income	\$ (2,437)	\$ 16,889
Adjustments to reconcile net (loss) income to net cash provided by operating activities:		
Depreciation and amortization of intangibles	35,728	28,337
Non-cash compensation	1,030	1,299
Tax benefit associated with employees' exercise of stock options	4,472	10,004
Deferred taxes	(1,611)	(8,613)
Loss from investments	5,841	2,958
Amortization and writeoff of debt issuance costs	1,424	954
Charge for stock option buy back	5,980	—
Goodwill impairments	—	2,711
Non-cash charges associated with impairment of long-lived assets	—	5,157
Changes in assets and liabilities, excluding effect of acquisition and sale of investments:		
Fees receivable, net	(35,746)	13,711
Deferred commissions	(9,850)	(5,197)
Prepaid expenses and other current assets	(2,436)	(788)
Other assets	113	(5,850)
Deferred revenues	3,899	(14,764)
Accounts payable and accrued liabilities	20,715	1,393
Cash provided by operating activities	<u>27,122</u>	<u>48,201</u>
Investing activities:		
Proceeds from sales of investments	2,059	—
Additions to property, equipment and leasehold improvements	(22,356)	(25,104)
Acquisition of META (net of cash acquired)	(161,323)	—
Prepaid acquisition costs for META	—	(3,870)
Other investing activities, net	640	—
Cash used in investing activities	<u>(180,980)</u>	<u>(28,974)</u>
Financing activities:		
Proceeds from stock issued for stock plans	30,960	67,916
Proceeds from debt issuance	327,000	200,000
Payments for debt issuance costs	(1,082)	(2,823)
Payments on debt	(271,291)	(10,000)
Purchases of stock via tender offer, including costs	—	(346,150)
Purchases of treasury stock	(9,585)	(6,112)
Purchases of options via stock option buy back, including costs	(5,980)	—
Cash provided (used) by financing activities	<u>70,022</u>	<u>(97,169)</u>
Net decrease in cash and cash equivalents	<u>(83,836)</u>	<u>(77,942)</u>
Effects of exchange rates on cash and cash equivalents	<u>(6,008)</u>	<u>8,106</u>
Cash and cash equivalents, beginning of period	<u>160,126</u>	<u>229,962</u>
Cash and cash equivalents, end of period	<u>\$ 70,282</u>	<u>\$ 160,126</u>

SELECTED STATISTICAL DATA

	December 31, 2005	December 31, 2004
Research contract value	\$592,636(1)	\$509,204(1)
Research client retention	81%	80%
Research wallet retention	93%	95%
Research client organizations	9,315	8,720
Consulting backlog	\$119,903(1)	\$111,779(1)
Consulting utilization	62%	62%
Consulting billable headcount	525	475
Events—number of events	70	56
Events attendees	35,502	31,223

(1) Dollars in thousands.

BUSINESS SEGMENT DATA*(Dollars in thousands)*

	<u>Revenue</u>	<u>Direct Expense</u>	<u>Gross Contribution</u>	<u>Contrib. Margin</u>
Three Months Ended 12/31/05				
Research	\$ 131,015	\$ 57,628	\$ 73,387	56%
Consulting	85,225	44,115	41,110	48%
Events	69,136	29,612	39,524	57%
Other	3,924	307	3,617	92%
TOTAL	<u>\$ 289,300</u>	<u>\$ 131,662</u>	<u>\$ 157,638</u>	54%

Three Months Ended 12/31/04				
Research	\$ 120,274	\$ 51,653	\$ 68,621	57%
Consulting	67,111	45,215	21,896	33%
Events	64,336	25,411	38,925	61%
Other	3,688	271	3,417	93%
TOTAL	<u>\$ 255,409</u>	<u>\$ 122,550</u>	<u>\$ 132,859</u>	52%

Twelve Months Ended 12/31/05				
Research	\$ 523,033	\$ 213,025	\$ 310,008	59%
Consulting	301,074	175,396	125,678	42%
Events	151,339	75,204	76,135	50%
Other	13,558	1,374	12,184	90%
TOTAL	<u>\$ 989,004</u>	<u>\$ 464,999</u>	<u>\$ 524,005</u>	53%

Twelve Months Ended 12/31/04				
Research	\$ 480,486	\$ 187,782	\$ 292,704	61%
Consulting	259,419	166,708	92,711	36%
Events	138,393	68,931	69,462	50%
Other	15,523	1,583	13,940	90%
TOTAL	<u>\$ 893,821</u>	<u>\$ 425,004</u>	<u>\$ 468,817</u>	52%

SUPPLEMENTAL INFORMATION
GAAP to Normalized Reconciliations
(in thousands, except per share data)
Reconciliation — GAAP to Normalized EBITDA (1):

	<i>Three Months Ended December 31,</i>	
	<u>2005</u>	<u>2004</u>
Net income	\$ 14,810	\$ 5,237
Interest expense, net	3,289	1,330
Other expense, net	398	297
Loss from investments, net	502	813
Tax provision	10,743	7,548
Operating income	<u>\$ 29,742</u>	<u>\$ 15,225</u>
Depreciation and amortization	10,163	6,377
Normalizing adjustments:		
Other charges (2)	697	11,872
META integration charges (4)	1,337	—
Goodwill impairments (6)	—	1,972
Normalized EBITDA	<u><u>\$ 41,939</u></u>	<u><u>\$ 35,446</u></u>

Reconciliation — GAAP to Normalized Net Income and EPS (1):

	<i>Three Months Ended December 31,</i>					
	<u>2005</u>			<u>2004</u>		
	<u>After- Tax Income</u>	<u>Shares</u>	<u>EPS</u>	<u>After- Tax Income</u>	<u>Shares</u>	<u>EPS</u>
GAAP Basic EPS	\$ 14,810	113,266	\$ 0.13	\$ 5,237	110,279	\$ 0.05
Share equivalents from stock compensation shares	—	2,298	—	—	2,123	—
GAAP Diluted EPS	<u>\$ 14,810</u>	<u>115,564</u>	<u>\$ 0.13</u>	<u>\$ 5,237</u>	<u>112,402</u>	<u>\$ 0.05</u>
Other charges (2)	377	—	—	6,968	—	0.06
Non-cash charges (3)	—	—	—	1,597	—	0.01
META integration charges (4)	894	—	0.01	—	—	—
Amortization of META intangibles (5)	2,133	—	0.02	—	—	—
Goodwill impairments (6)	—	—	—	1,423	—	0.01
Loss from investments (7)	—	—	—	818	—	0.01
Normalized net income & EPS (8)	<u><u>\$ 18,214</u></u>	<u><u>115,564</u></u>	<u><u>\$ 0.16</u></u>	<u><u>\$ 16,043</u></u>	<u><u>112,402</u></u>	<u><u>\$ 0.14</u></u>

SUPPLEMENTAL INFORMATION
GAAP to Normalized Reconciliations
(in thousands, except per share data)
Reconciliation — GAAP to Normalized EBITDA (1):

	<i>Twelve Months Ended December 31,</i>	
	<u>2005</u>	<u>2004</u>
Net (loss) income	\$ (2,437)	\$ 16,889
Interest expense, net	11,072	1,317
Other expense, net	2,929	3,922
Loss from investments, net	5,841	2,958
Tax provision	7,875	17,573
Operating income	<u>\$ 25,280</u>	<u>\$ 42,659</u>
Depreciation and amortization	35,728	28,337
Normalizing adjustments:		
Other charges (2)	29,177	35,781
META integration charges (4)	14,956	—
Goodwill impairments (6)	—	2,711
Normalized EBITDA	<u><u>\$ 105,141</u></u>	<u><u>\$ 109,488</u></u>

Reconciliation — GAAP to Normalized Net Income and EPS (1):

	<i>Twelve Months Ended December 31,</i>					
	<u>2005</u>			<u>2004</u>		
	<u>After- Tax Income</u>	<u>Shares</u>	<u>EPS</u>	<u>After- Tax Income</u>	<u>Shares</u>	<u>EPS</u>
GAAP Basic EPS	\$ (2,437)	112,253	\$ (0.02)	\$ 16,889	123,603	\$ 0.14
Share equivalents from stock compensation shares	—	1,340	—	—	2,723	(0.01)
GAAP Diluted EPS	<u>\$ (2,437)</u>	<u>113,593</u>	<u>\$ (0.02)</u>	<u>\$ 16,889</u>	<u>126,326</u>	<u>\$ 0.13</u>
Other charges (2)	20,515	—	0.18	23,921	—	0.19
Non-cash charges (3)	—	—	—	4,540	—	0.04
META integration charges (4)	10,672	—	0.09	—	—	—
Amortization of META intangibles (5)	7,105	—	0.06	—	—	—
Goodwill impairments (6)	—	—	—	2,162	—	0.02
Loss from investments (7)	5,377	—	0.05	2,977	—	0.02
Normalized net income & EPS (8)	<u><u>\$ 41,232</u></u>	<u><u>113,593</u></u>	<u><u>\$ 0.36</u></u>	<u><u>\$ 50,489</u></u>	<u><u>126,326</u></u>	<u><u>\$ 0.40</u></u>

Footnotes

- (1) Normalized EBITDA is based on operating income before interest, taxes, depreciation and amortization and certain normalizing adjustments. Normalized net income & EPS is based on net income (loss), excluding normalizing adjustments which includes other charges, non-cash charges, META integration and amortization charges, goodwill impairments, and gains and losses on investments. Normalized EBITDA, as well as normalized net income and EPS, are not measurements of operating performance calculated in accordance with generally accepted accounting principles (GAAP) and should not be considered substitutes for operating income (loss) and net income (loss) in accordance with GAAP. In addition, because these measurements may not be defined consistently by other companies, these measurements may not be comparable to similarly titled measures of other companies. However, we believe these indicators are relevant and useful to investors because they provide alternative measures that take into account certain adjustments that are viewed by our management as being non-core items or charges.
- (2) Other charges during 2005 included pre-tax charges of \$10.6 million in the first quarter related to a reduction in workforce and \$3.7 million primarily for restructuring within the Company's international operations, a second quarter charge of \$8.2 million primarily related to a reduction in facilities, a \$6.0 million third quarter charge for a stock option buyback, and a fourth quarter charge of \$0.7 million related to a reduction in workforce. Other charges during 2004 included pre-tax charges related to a reduction in workforce, the exit from certain non-core product lines, an adjustment to previously abandoned facilities, and the closing of certain operations in South America.
- (3) The non-cash charges in 2004 were associated with abandonment of certain internal systems and the exit from certain non-core product lines, which were recorded in "Other charges" and the closing of certain operations in South America recorded in "Other expense, net."
- (4) The META integration charges are related to our acquisition of the META Group, Inc. These costs were primarily for severance, and for consulting, accounting, and tax services.
- (5) The amortization of META intangibles are the non-cash amortization charges related to the other intangible assets recorded as a result of the META acquisition.
- (6) The goodwill impairments in 2004 were associated with the exit from certain non-core product lines and our closing of certain operations in South America and were recorded in "Goodwill impairments."
- (7) The loss on investments relate to impairment losses on investments. These charges are recorded in "Loss from investments, net."
- (8) The normalized effective tax rate was 37% for 2005 and 36% for 2004.