

**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 4, 2016

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))

ITEM 2.02. RESULTS OF OPERATIONS AND FINANCIAL CONDITION.

On February 4, 2016, Gartner, Inc. (the "Company") announced financial results for the three and twelve months ended December 31, 2015. 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 "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 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

(d) Exhibits

| <u>EXHIBIT NO.</u> | <u>DESCRIPTION</u> |
|--------------------|--|
| 99.1 | Press Release issued February 4, 2016 with respect to financial results for Gartner, Inc. for the three and twelve months ended December 31, 2015. |

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 4, 2016

By: /s/ Craig W. Safian

Craig W. Safian
Senior Vice President and
Chief Financial Officer

EXHIBIT INDEX

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|--------------------|--|
| 99.1 | Press Release issued February 4, 2016 with respect to financial results for Gartner, Inc. for the three and twelve months ended December 31, 2015. |

Gartner**Press Release**

CONTACT:

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 Group Vice President, Investor Relations
 +1 203 316 6537
 investor.relations@gartner.com

Gartner Reports Financial Results for Fourth Quarter and Full Year 2015***Contract Value up 14% YoY FX Neutral to \$1.761 Billion******Fourth Quarter Revenue Increased 10% YOY, to \$643.8 Million***

STAMFORD, Conn., February 4, 2016 — Gartner, Inc. (NYSE: IT), the leading provider of research and analysis on the global information technology industry, today reported results for fourth quarter and full year 2015 and provided its preliminary financial outlook for full year 2016.

For fourth quarter 2015, total revenue was \$643.8 million, an increase of 10% over fourth quarter 2014. Excluding the negative impact of foreign exchange, quarterly revenues increased 16% in 2015. Fourth quarter 2015 net income was \$65.8 million, an increase of 11% over fourth quarter 2014. Normalized EBITDA was \$136.9 million for fourth quarter 2015, an increase of 13% over fourth quarter 2014 on a reported basis and 19% adjusted for foreign exchange impact. Diluted Earnings Per Share was \$0.78 in fourth quarter 2015 compared to \$0.66 in fourth quarter 2014. Diluted Earnings Per Share Excluding Acquisition Adjustments was \$0.92 in fourth quarter 2015 compared to \$0.72 in fourth quarter 2014. (See "Non-GAAP Financial Measures" below for a discussion of Normalized EBITDA and Diluted Earnings Per Share Excluding Acquisition Adjustments).

For full year 2015, total revenue was \$2.163 billion, an increase of 7% over 2014, but excluding the negative foreign exchange impact, revenues increased 13%. Net income was \$175.6 million in 2015, a decrease of 4% compared to 2014. Normalized EBITDA was \$407.5 million in 2015, an increase of 5% over 2014 as reported and 13% adjusted for the foreign exchange impact. Diluted Earnings Per Share was \$2.06 in 2015, an increase of 1% compared to 2014. Diluted Earnings Per Share Excluding Acquisition Adjustments increased 7%, to \$2.39 in 2015 compared to \$2.24 in 2014.

Gene Hall, Gartner's chief executive officer, commented, "Gartner continued its trend of strong results in 2015 and executed on a number of key strategic initiatives designed to drive long term growth. I remain confident that we will continue to deliver strong results in 2016 and beyond."

Business Segment HighlightsResearch

Revenue for fourth quarter 2015 was \$420.5 million, up 13% compared to fourth quarter 2014. Research revenues increased 18% in the fourth quarter of 2015 excluding the foreign exchange impact. The quarterly gross contribution margin was 68% and 69% in 2015 and 2014, respectively. Contract value was \$1.761 billion at December 31, 2015, an increase of 14% on a foreign exchange neutral basis and 10% on a reported basis compared to December 31, 2014. Fourth quarter 2015 and 2014 client retention was 84% and 85%, respectively, while wallet retention was 105% and 106%, respectively.

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Consulting

Revenue for fourth quarter 2015 was \$87.9 million, which was flat compared to fourth quarter 2014. Excluding the foreign exchange impact, revenues increased 5%. The gross contribution margin was 30% and 32% in fourth quarter 2015 and 2014, respectively. Fourth quarter 2015 utilization was 67% compared to 72% in fourth quarter 2014. As of December 31, 2015, billable headcount was 606 compared to 535 at year-end 2014. Backlog was \$117.7 million at December 31, 2015 compared to \$102.6 million at December 31, 2014.

Events

Revenue for fourth quarter 2015 was \$135.3 million, an increase of 11% compared to fourth quarter 2014 and 17% excluding the foreign exchange impact. The gross contribution margin was 57% in fourth quarter 2015 compared to 56% in the prior year quarter. The Company held 15 events with 24,208 attendees in fourth quarter 2015, compared to 13 events and 23,453 attendees in fourth quarter 2014.

Cash Flow and Balance Sheet Highlights

Gartner generated \$346 million of operating cash flow in full year 2015 compared to \$347 million in 2014. Additions to property, equipment and leasehold improvements ("Capital Expenditures") totaled \$46 million in 2015. Free Cash Flow for the full year 2015 was \$316 million, a slight increase compared to 2014 (See "Non-GAAP Financial Measures" below for a discussion of Free Cash Flow). At December 31, 2015, the Company had \$373 million of cash and \$656 million of borrowing capacity on its revolving credit facility. During 2015, the Company used \$509 million in cash to repurchase its common shares and \$196 million for acquisitions.

Financial Outlook for 2016

The Company also provided its preliminary financial outlook for 2016:

Projected Revenue

| (\$ in millions) | 2016 Projected Range | | % Change | |
|------------------|----------------------|------------|----------|-------|
| Research | \$ 1,785 | — \$ 1,815 | 13% | — 15% |
| Consulting | 330 | — 345 | 1 | — 5 |
| Events | 275 | — 290 | 9 | — 15 |
| Total Revenue | \$ 2,390 | — \$ 2,450 | 10% | — 13% |

Projected Earnings and Cash Flow (1)

| (\$ in millions, except per share data) | 2016 Projected Range | | % Change | |
|--|----------------------|-----------|----------|--------|
| GAAP Diluted Earnings Per Share | \$ 2.15 | — \$ 2.37 | 4% | — 15% |
| Diluted Earnings Per Share Excluding Acquisition Adjustments | 2.55 | — 2.77 | 7 | — 16 |
| Normalized EBITDA | 440 | — 470 | 8 | — 15 |
| Operating Cash Flow | 350 | — 375 | 1 | — 9 |
| Acquisition and Integration Payments | 42 | — 42 | >100 | — >100 |
| Capital Expenditures | (47) | — (47) | 2 | — 2 |
| Free Cash Flow | \$ 345 | — \$ 370 | 9% | — 17% |

(1) See "Non-GAAP Financial Measures" below for descriptions of Diluted Earnings Per Share Excluding Acquisition Adjustments, Normalized EBITDA, and Free Cash Flow.

Conference Call Information

Gartner has scheduled a conference call at 8:30 a.m. eastern time on Thursday, February 4, 2016 to discuss the Company's financial results. The conference call will be available via the Internet by accessing the Company's website at <http://investor.gartner.com> or by dial-in. The U.S. dial-in number is 888-679-8033 and the international dial-in number is 617-213-4846 and the participant passcode is 90044241#. The question and answer session of the conference call will be open to investors and analysts only. A replay of the webcast will be available for approximately 90 days following the call.

Annual Meeting of Stockholders

Gartner will hold its 2016 Annual Meeting of Stockholders at 10:00 a.m. eastern time on Thursday, May 26, 2016 at the Company's offices in Stamford, Connecticut.

About Gartner

Gartner, Inc. (NYSE: IT) is the world's leading information technology research and advisory company. We deliver the technology-related insight necessary for our clients to make the right decisions, every day. From CIOs and senior IT leaders in corporations and government agencies, to business leaders in high-tech and telecom enterprises and professional services firms, to supply chain and digital marketing professionals and technology investors, we are the valuable partner to clients in 10,796 distinct enterprises. Through the resources of Gartner Research, Consulting and Events, we work with clients to research, analyze and interpret the business of IT within the context of their individual roles. Gartner is headquartered in Stamford, Connecticut, U.S.A., and as of December 31, 2015, had 7,834 associates, including 1,731 research analysts and consultants, and clients in over 90 countries. For more information, visit www.gartner.com.

Non-GAAP Financial Measures

Normalized EBITDA: Represents operating income excluding stock-based compensation expense, depreciation and amortization, accretion on obligations related to excess facilities, and acquisition and integration charges. We believe Normalized EBITDA is an important measure of our recurring operations as it excludes items that may not be indicative of our core operating results. Investors are cautioned that Normalized EBITDA is not a financial measure defined under generally accepted accounting principles and as a result is considered a non-GAAP financial measure. We provide this measure to enhance the user's overall understanding of the Company's current financial performance and the Company's prospects for the future. Normalized EBITDA should not be construed as an alternative to any other measure of performance determined in accordance with generally accepted accounting principles.

Diluted Earnings Per Share Excluding Acquisition Adjustments: Represents GAAP diluted earnings per share adjusted for the per share impact of certain items directly related to acquisitions, net of tax effect. The adjustments consist of amortization of identifiable intangibles, non-recurring acquisition and integration charges such as legal, consulting, retention, severance and other costs, and non-cash fair value adjustments on pre-acquisition deferred revenues. We believe Diluted Earnings Per Share Excluding Acquisition Adjustments is an important measure of our recurring operations as it excludes items that may not be indicative of our core operating results.

Free Cash Flow: Represents cash provided by operating activities plus cash acquisition and integration payments less cash paid for capital expenditures. We believe that Free Cash Flow is an important measure of the recurring cash generated by the Company's core operations that is available to be used to repurchase our stock, repay debt obligations, invest in future growth through new business development activities, or make acquisitions.

Safe Harbor Statement

Statements contained in this press release regarding the Company's growth and prospects, projected 2016 financial results and all other statements in this release other than recitation of historical facts are forward-looking statements (as defined in the Private Securities Litigation Reform Act of 1995). Such forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results to be materially different. Such factors include, but are not limited to, the following: our ability to maintain and expand our products and services; our ability to expand or retain our customer base; our ability to grow or sustain revenue from individual customers; our ability to attract and retain a professional staff of research analysts and consultants as well as experienced sales personnel upon whom we are dependent; our ability to achieve and effectively manage growth, including our ability to integrate acquisitions and consummate future acquisitions; our ability to pay our debt; our ability to achieve continued customer renewals and achieve new contract value, backlog and deferred revenue growth in light of competitive pressures; our ability to carry out our strategic initiatives and manage associated costs; our ability to successfully compete with existing competitors and potential new competitors; our ability to enforce or protect our intellectual property rights; additional risks associated with international operations including foreign currency fluctuations; the impact of restructuring and other charges on our businesses and operations; general economic conditions; risks associated with the creditworthiness and budget cuts of governments and agencies; and other factors described under "Risk Factors" contained in our Annual Report on Form 10-K for the year ended December 31, 2014, which can be found on Gartner's website at www.investor.gartner.com and the SEC's website at www.sec.gov. Forward-looking statements included herein speak only as of the date hereof and Gartner 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.

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GARTNER, INC.

Condensed Consolidated Statements of Operations

(Unaudited; in thousands, except per share amounts)

| | Three Months Ended December 31, | | | Twelve Months Ended December 31, | | |
|---|------------------------------------|------------------|-------------|-------------------------------------|-------------------|-------------|
| | 2015 | 2014 | | 2015 | 2014 | |
| Revenues: | | | | | | |
| Research | \$ 420,499 | \$ 373,395 | 13 % | \$ 1,583,486 | \$ 1,445,338 | 10 % |
| Consulting | 87,921 | 88,337 | — % | 327,735 | 348,396 | (6)% |
| Events | 135,348 | 122,247 | 11 % | 251,835 | 227,707 | 11 % |
| Total revenues | 643,768 | 583,979 | 10 % | 2,163,056 | 2,021,441 | 7 % |
| Costs and expenses: | | | | | | |
| Cost of services and product development | 257,217 | 235,875 | 9 % | 839,076 | 797,933 | 5 % |
| Selling, general and administrative | 258,809 | 235,888 | 10 % | 962,677 | 876,067 | 10 % |
| Depreciation | 8,850 | 8,061 | 10 % | 33,789 | 31,186 | 8 % |
| Amortization of intangibles | 6,359 | 2,463 | >100 | 13,342 | 8,226 | 62 % |
| Acquisition and integration charges | 10,912 | 5,852 | 86 % | 26,175 | 21,867 | 20 % |
| Total costs and expenses | 542,147 | 488,139 | 11 % | 1,875,059 | 1,735,279 | 8 % |
| Operating income | 101,621 | 95,840 | 6 % | 287,997 | 286,162 | 1 % |
| Interest expense, net | (6,013) | (3,301) | 82 % | (20,782) | (10,887) | 91 % |
| Other income (expense), net | 1,059 | (251) | >100 | 4,996 | (592) | >100 |
| Income before income taxes | 96,667 | 92,288 | 5 % | 272,211 | 274,683 | (1)% |
| Provision for income taxes | 30,904 | 33,144 | (7)% | 96,576 | 90,917 | 6 % |
| Net income | \$ 65,763 | \$ 59,144 | 11 % | \$ 175,635 | \$ 183,766 | (4)% |
| Income per common share: | | | | | | |
| Basic | \$ 0.80 | \$ 0.67 | 19 % | \$ 2.09 | \$ 2.06 | 1 % |
| Diluted | \$ 0.78 | \$ 0.66 | 18 % | \$ 2.06 | \$ 2.03 | 1 % |
| Weighted average shares outstanding: | | | | | | |
| Basic | 82,677 | 87,647 | (6)% | 83,852 | 89,337 | (6)% |
| Diluted | 83,890 | 88,956 | (6)% | 85,056 | 90,719 | (6)% |

BUSINESS SEGMENT DATA

(Unaudited; in thousands)

| | Revenue | Direct Expense | Gross Contribution | Contribution Margin |
|-------------------------------------|---------------------|-------------------|---------------------|---------------------|
| Three Months Ended 12/31/15 | | | | |
| Research | \$ 420,499 | \$ 135,494 | \$ 285,005 | 68% |
| Consulting | 87,921 | 61,903 | 26,018 | 30% |
| Events | 135,348 | 58,248 | 77,100 | 57% |
| TOTAL | \$ 643,768 | \$ 255,645 | \$ 388,123 | 60% |
| Three Months Ended 12/31/14 | | | | |
| Research | \$ 373,395 | \$ 116,957 | \$ 256,438 | 69% |
| Consulting | 88,337 | 59,753 | 28,584 | 32% |
| Events | 122,247 | 54,004 | 68,243 | 56% |
| TOTAL | \$ 583,979 | \$ 230,714 | \$ 353,265 | 60% |
| Twelve Months Ended 12/31/15 | | | | |
| Research | \$ 1,583,486 | \$ 486,659 | \$ 1,096,827 | 69% |
| Consulting | 327,735 | 220,542 | 107,193 | 33% |
| Events | 251,835 | 121,308 | 130,527 | 52% |
| TOTAL | \$ 2,163,056 | \$ 828,509 | \$ 1,334,547 | 62% |
| Twelve Months Ended 12/31/14 | | | | |
| Research | \$ 1,445,338 | \$ 443,424 | \$ 1,001,914 | 69% |
| Consulting | 348,396 | 228,465 | 119,931 | 34% |
| Events | 227,707 | 115,323 | 112,384 | 49% |
| TOTAL | \$ 2,021,441 | \$ 787,212 | \$ 1,234,229 | 61% |

SELECTED STATISTICAL DATA

| | December 31, 2015 | December 31, 2014 |
|--|-------------------|-------------------|
| Research contract value (a) | \$ 1.761 | \$ 1.603 |
| Research client retention | 84% | 85% |
| Research wallet retention | 105% | 106% |
| Research client enterprises (b) | 10,796 | 9,958 |
| Consulting backlog (c) | \$ 117,700 | \$ 102,600 |
| Consulting—quarterly utilization | 67% | 72% |
| Consulting billable headcount | 606 | 535 |
| Consulting—average annualized revenue per billable headcount (c) | \$ 389 | \$ 463 |
| Events—number of events for the quarter | 15 | 13 |
| Events—attendees for the quarter | 24,208 | 23,453 |

(a) In billions.

(b) An enterprise is defined as a single company or customer.

(c) In thousands.

SUPPLEMENTAL INFORMATION

Reconciliation - Operating income to Normalized EBITDA (a) (Unaudited; in thousands):

| | Three Months Ended December 31, | | Twelve Months Ended December 31, | |
|---|------------------------------------|------------|-------------------------------------|------------|
| | 2015 | 2014 | 2015 | 2014 |
| Net income | \$ 65,763 | \$ 59,144 | \$ 175,635 | \$ 183,766 |
| Interest expense, net | 6,013 | 3,301 | 20,782 | 10,887 |
| Other (income) expense, net | (1,059) | 251 | (4,996) | 592 |
| Tax provision | 30,904 | 33,144 | 96,576 | 90,917 |
| Operating income | \$ 101,621 | \$ 95,840 | \$ 287,997 | \$ 286,162 |
| Normalizing adjustments: | | | | |
| Stock-based compensation expense (b) | 9,169 | 9,436 | 46,149 | 38,861 |
| Depreciation, accretion, and amortization (c) | 15,226 | 10,543 | 47,214 | 39,544 |
| Acquisition and integration adjustments (d) | 10,912 | 5,852 | 26,175 | 21,867 |
| Normalized EBITDA | \$ 136,928 | \$ 121,671 | \$ 407,535 | \$ 386,434 |

(a) Normalized EBITDA is based on GAAP operating income adjusted for certain normalizing adjustments.

(b) Consists of charges for stock-based compensation awards.

(c) Includes depreciation expense, accretion on excess facilities accruals, and amortization of intangibles.

(d) Consists of directly-related incremental expenses from acquisitions.

Reconciliation - Diluted Earnings Per Share to Diluted Earnings Per Share Excluding Acquisition Adjustments (a) (Unaudited; in thousands, except per share amounts):

| | Three Months Ended December 31, | | | |
|--|---------------------------------|---------|---------------------|---------|
| | 2015 | | 2014 | |
| | After-tax Amount | EPS | After-tax Amount | EPS |
| Diluted earnings per share | \$ 65,763 | \$ 0.78 | \$ 59,144 | \$ 0.66 |
| Acquisition adjustments, net of tax effect (b): | | | | |
| Amortization of acquired intangibles (c) | 4,312 | 0.05 | 1,562 | 0.02 |
| Acquisition and integration charges (d) | 7,508 | 0.09 | 3,743 | 0.04 |
| Diluted earnings per share excluding acquisition adjustments (e) | \$ 77,583 | \$ 0.92 | \$ 64,449 | \$ 0.72 |

| | Twelve Months Ended December 31, | | | |
|--|----------------------------------|---------|---------------------|---------|
| | 2015 | | 2014 | |
| | After-tax Amount | EPS | After-tax Amount | EPS |
| Diluted earnings per share | \$ 175,635 | \$ 2.06 | \$ 183,766 | \$ 2.03 |
| Acquisition adjustments, net of tax effect (b): | | | | |
| Amortization of acquired intangibles (c) | 8,993 | 0.11 | 5,272 | 0.06 |
| Acquisition and integration charges (d) | 18,418 | 0.22 | 14,337 | 0.15 |
| Diluted earnings per share excluding acquisition adjustments (e) | \$ 203,046 | \$ 2.39 | \$ 203,375 | \$ 2.24 |

(a) Diluted earnings per share excluding acquisition adjustments represents GAAP diluted earnings per share adjusted for the per share impact of certain items directly-related to acquisitions, net of tax effect.

(b) The effective tax rates on the adjustments were 31% and 30% for the three and twelve months ended December 31, 2015, respectively, and 36% and 34% for the three and twelve months ended December 31, 2014, respectively.

(c) Consists of non-cash amortization charges related to acquired intangibles.

(d) Consists of directly-related incremental expenses from acquisitions.

(e) Calculated based on 83.9 million and 89.0 million shares for the three months ended December 31, 2015 and 2014, respectively, and 85.1 million and 90.7 million shares for the twelve months ended December 31, 2015 and 2014, respectively.

SUPPLEMENTAL INFORMATION continued**Selected Balance Sheet data** (Unaudited; in thousands)

| | December 31, | |
|--------------------------------------|--------------|------------|
| | 2015 | 2014 |
| Cash and cash equivalents | \$ 372,976 | \$ 365,302 |
| Fees receivable, net | 580,763 | 552,107 |
| Total assets | 2,174,686 | 1,904,351 |
| Deferred revenues | 900,801 | 841,457 |
| Total current and long-term debt | 825,000 | 405,000 |
| Total liabilities | 2,307,086 | 1,743,180 |
| Total stockholders' (deficit) equity | \$ (132,400) | \$ 161,171 |

Selected Cash Flow Data (Unaudited; in thousands):

| | Twelve Months Ended December 31, | |
|---------------------------------------|-------------------------------------|------------|
| | 2015 | 2014 |
| Cash provided by operating activities | \$ 345,561 | \$ 346,779 |
| Cash paid for capital expenditures | 46,128 | 38,486 |
| Cash paid for treasury stock | 509,049 | 432,006 |
| Cash paid for acquisitions, net (a) | 196,229 | 124,291 |
| Cash receipts (payments) on debt, net | \$ 420,000 | \$ 200,000 |

(a) Includes escrow amounts.

Reconciliation - Cash Provided by Operating Activities to Free Cash Flow (a) (Unaudited; in thousands):

| | Twelve Months Ended December 31, | |
|---|-------------------------------------|------------|
| | 2015 | 2014 |
| Cash provided by operating activities | \$ 345,561 | \$ 346,779 |
| Adjustments: | | |
| Cash acquisition and integration payments | 16,975 | 3,753 |
| Cash paid for capital expenditures | (46,128) | (38,486) |
| Free Cash Flow | \$ 316,408 | \$ 312,046 |

(a) Free cash flow is based on cash provided by operating activities determined in accordance with GAAP plus cash acquisition and integration payments less additions to capital expenditures.