

Filing Party: Gartner, Inc.
Date Filed: June 22, 2004

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

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

- third party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

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

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This Amendment No. 6 amends and supplements the Tender Offer Statement on Schedule T0 originally filed with the Securities and Exchange Commission on June 22, 2004 (the "Schedule T0") by Gartner, Inc., a Delaware corporation (the "Company"), relating to the offer by the Company to purchase for cash up to 11,298,630 shares of its Common Stock, Class A, par value \$0.0005 per share ("Class A Shares"), and 5,505,305 shares of its Common Stock, Class B, par value \$0.0005 per share ("Class B Shares," and together with the Class A Shares, the "Shares"), including, in each case, the associated preferred stock purchase rights issued under the Amended and Restated Rights Agreement, by and between the Company and Mellon Investor Services LLC (as successor Rights Agent of Fleet National Bank), as amended by Amendment No. 1 to the Amended and Restated Rights Agreement, dated as of June 30, 2003, at a price of not more than \$13.50 nor less than \$12.50 per share, net to the seller in cash, without interest, upon the terms and subject to the conditions set forth in the offer to purchase, dated June 22, 2004 (the "Offer to Purchase") and the accompanying letters of transmittal (the "Letters of Transmittal"), which together, as each may be amended and supplemented from time to time, constitute the tender offer. This Amendment No. 6 is intended to satisfy the reporting requirements of Rule 13e-4(c)(4) of the Securities Exchange Act of 1934, as amended. Copies of the Offer to Purchase and the accompanying Letters of Transmittal were previously filed with the Schedule T0 as Exhibits (a)(1)(A), (a)(1)(B)(i) and (a)(1)(B)(ii), respectively, and are amended hereby.

The information in the Offer to Purchase and the accompanying Letters of Transmittal is incorporated in this Amendment No. 6 to the Schedule T0 by reference in response to all of the applicable items in the Schedule T0, except that such information is hereby amended and supplemented to the extent specifically provided herein.

ITEM 11. ADDITIONAL INFORMATION.

Item 11 of the Schedule T0 is hereby amended and supplemented by adding the following:

On August 10, 2004, the Company issued a press release announcing the final results of the tender offer, which expired at 5:00 p.m., New York City time, on Friday, July 30, 2004. A copy of the press release is filed as Exhibit (a)(5)(D) to this Schedule T0 and is incorporated herein by reference.

ITEM 12. EXHIBITS.

Item 12 of the Schedule T0 is hereby amended and supplemented by adding the following:

(a)(5)(D) Press Release, dated August 10, 2004 (announcing final results of tender offer).

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Schedule TO is true, complete and correct.

GARTNER, INC.

/s/ Christopher Lafond

Christopher Lafond
Executive Vice President and Chief
Financial Officer

Date: August 10, 2004

INDEX TO EXHIBITS

Exhibit Number	Description
(a)(1)(A)	Offer to Purchase, dated June 22, 2004 (revised July 23, 2004).****
(a)(1)(B)	(i) Letter of Transmittal, Common Stock, Class A.**** (ii) Letter of Transmittal, Common Stock, Class B.****
(a)(1)(C)	(i) Notice of Guaranteed Delivery, Common Stock, Class A.* (ii) Notice of Guaranteed Delivery, Common Stock, Class B.*
(a)(1)(D)	Letter to brokers, dealers, commercial banks, trust companies and other nominees, dated June 22, 2004.* (a)(1)(E) Letter to clients for use by brokers, dealers, commercial banks, trust companies and other nominees, dated June 22, 2004.*
(a)(1)(F)	Notice to participants in the Gartner, Inc. Savings and Investment Plan, dated June 22, 2004.*
(a)(1)(G)	Letter from the Trustee of the Gartner, Inc. Savings and Investment Plan to the participants in the plan, dated as of June 30, 2004.***
(a)(1)(H)	Trustee Direction Form for participants in the Gartner, Inc. Savings and Investment Plan.***
(a)(2)	Not Applicable.
(a)(3)	Not Applicable.
(a)(4)	Not Applicable.
(a)(5)(A)	Summary Advertisement, dated June 22, 2004.*
(a)(5)(B)	Gartner Tender Offer - Questions and Answers for Gartner employees.**
(a)(5)(C)	Press Release, dated August 2, 2004 (announcing preliminary results of tender offer).*****
(a)(5)(D)	Press Release, dated August 10, 2004 (announcing final results of tender offer).
(b)(1)	Commitment Letter, dated June 17, 2004, by and between the Company, J.P. Morgan Securities Inc. and JPMorgan Chase Bank.*
(d)(1)	Stock Purchase Agreement, dated as of June 17, 2004, among the Company and Silver Lake Partners, L.P., Silver Lake Investors, L.P., and Silver Lake Technology Investors, L.L.C.*
(d)(2)	Amended and Restated Securityholders Agreement, dated as of July 12, 2002, among the Company, Silver Lake Partners, L.P. and other parties thereto, incorporated by reference from the Company's Annual Report on Form 10-K as filed on December 29, 2002.
(d)(3)	1991 Stock Option Plan as amended and restated on October 12, 1999, incorporated by reference from the Company's Annual Report on Form 10-K filed on December 22, 1999.
(d)(4)	1993 Director Stock Option Plan as amended and restated on April 14, 2000, incorporated by reference from the Company's Annual Report on Form 10-K as filed on December 29, 2000.
(d)(5)	2002 Employee Stock Purchase Plan, as Amended and Restated February 5, 2003, incorporated by reference from the Company's Form 10-Q as filed on August 14, 2003.
(d)(6)	1994 Long Term Stock Option Plan, as amended and restated on October 12, 1999, incorporated by reference from the Company's Annual Report on Form 10-K filed on December 22, 1999.
(d)(7)	1998 Long Term Stock Option Plan, as amended and restated on October 12, 1999, incorporated by reference from the Company's Annual Report on Form 10-K filed on December 22, 1999.

- (d)(8) 1996 Long Term Stock Option Plan, as amended and restated on October 12, 1999, incorporated by reference from the Company's Annual Report on Form 10-K filed on December 22, 1999.
- (d)(9) 1999 Stock Option Plan, incorporated by reference from the Company's Form S-8 as filed on February 16, 2002.
- (d)(10) 2003 Long-Term Incentive Plan, incorporated by reference from the Company's Proxy Statement for its annual meeting dated February 13, 2003.
- (d)(11) Employment Agreement between Michael D. Fleisher and the Company as of October 1, 2002, incorporated by reference from the Company's Annual Report on Form 10-K as filed on December 29, 2002.
- (d)(12) Amendment to Employment Agreement between Michael D. Fleisher and the Company dated as of April 29, 2004, incorporated by reference from the Company's Quarterly Report on Form 10-Q as filed on May 4, 2004.
- (d)(13) Employment Agreement between Maureen O'Connell and the Company dated as of October 15, 2002 and effective as of September 23, 2002, incorporated by reference from the Company's Annual Report on Form 10-K as filed on December 29, 2002.
- (d)(14) Employment agreement between Zachary Morowitz and the Company dated as of January 20, 2003, incorporated by reference from the Company's Transition Report on Form 10-KT as filed on March 31, 2003.
- (d)(15) Amended and Restated Rights Agreement, dated as of August 31, 2002, between the Company and Mellon Investor Services LLC, as Rights Agent, with related Exhibits, incorporated by reference from the Company's Annual Report on Form 10-K as filed on December 29, 2002.
- (d)(16) Amendment No. 1 to the Amended and Restated Rights Agreement, dated as of June 30, 2003, between the Company and Mellon Investor Services LLC, as Rights Agent, incorporated by reference from the Company's Amendment No. 2 to Form 8-A as filed on June 30, 2003.
- (g) Not applicable.
- (h) Not applicable.

* Previously filed with Schedule TO on June 22, 2004.

** Previously filed with Amendment No. 1 to Schedule TO on June 23, 2004.

*** Previously filed with Amendment No. 2 to Schedule TO on June 30, 2004.

**** Previously filed with Amendment No. 4 to Schedule TO on July 23, 2004.

***** Previously filed with Amendment No. 5 to Schedule TO on August 2, 2004.

GARTNER, INC. ANNOUNCES FINAL RESULTS OF
DUTCH AUCTION SELF-TENDER OFFER;

WILL ALSO REPURCHASE APPROXIMATELY 9.2 MILLION SHARES FROM SILVER LAKE PARTNERS

STAMFORD, Conn., August 10, 2004 - Gartner, Inc. (NYSE: IT and ITB) (the "Company"), the world's leading technology research and advisory firm, today announced the final results of its Dutch auction self-tender offer to purchase approximately 11.3 million shares of the Company's Class A and approximately 5.5 million Class B Common Stock, which expired at 5:00 p.m., New York City time, on July 30, 2004.

A final count by Mellon Investor Services LLC, the depository for the offer, determined that 14,618,601 shares of Class A Common Stock and 11,805,185 shares of Class B Common Stock were properly tendered and not withdrawn. Gartner is exercising its right to purchase up to an additional 2% of its outstanding Class A shares in the Class A tender without extending the tender offer by purchasing a small number of additional shares in order to prevent proration in the Class A tender. Accordingly, Gartner has accepted for purchase 11,339,019 shares of Class A Common Stock at a purchase price of \$13.30 per share, and 5,505,305 shares of Class B Common Stock at a purchase price of \$12.50 per share, in accordance with the terms and conditions of the offer. The Class A shares will not be subject to proration, and the proration factor for the tender offer for the Class B shares is approximately 70.625%. The "odd lot" shares properly tendered at the \$12.50 purchase price will not be subject to proration.

Any shares properly tendered and not purchased due to proration, conditional tenders or shares tendered at a price above the applicable purchase price will be returned to the tendering shareholders.

Additionally, Gartner will repurchase 9,228,938 Class A shares from Silver Lake Partners, L.P. and certain of its affiliates ("Silver Lake") at a purchase price of \$13.30 per share. Gartner previously announced an agreement with Silver Lake to repurchase approximately 9.2 million Class A shares (or up to an aggregate maximum of 12.0 million Class A Shares to the extent the tender offer for the Class A shares was under-subscribed) at the clearing price established by the tender offer for Class A shares.

As a result of this tender offer, and the purchase from Silver Lake, Gartner will repurchase approximately 20% of its Class A Common Stock and 20% of its Class B Common Stock outstanding before the transactions. Based on the number of shares accepted for these purchases plus Gartner's anticipated cost of borrowing, there will be no impact on third quarter earnings. The Company reaffirms its previously issued guidance for the third quarter ending September 30, 2004 as reported in its press release dated July 23, 2004. The estimated fully diluted shares outstanding for the third quarter is 125 million shares to reflect the effect of these transactions. The Company previously issued guidance that full year 2004 results should approximate those for full year 2003. The impact of these transactions is expected to increase earnings per share by approximately \$0.02 for the full year 2004.

All inquiries regarding the offer should be directed to the information agent, Georgeson Shareholder Communications, Inc., at 888-279-4024.

ABOUT GARTNER

Gartner, Inc. is the leading provider of research and analysis on the global information technology industry. Gartner serves more than 10,000 clients, including chief information officers and other senior IT executives in corporations and government agencies, as well as technology companies and the

investment community. The Company focuses on delivering objective, in-depth analysis and actionable advice to enable clients to make more informed business and technology decisions. The Company's businesses consist of Gartner Intelligence, research and events for IT professionals; Gartner Executive Programs, membership programs and peer networking services; and Gartner Consulting, customized engagements with a specific emphasis on outsourcing and IT management. Founded in 1979, Gartner is headquartered in Stamford, Connecticut, and has more than 3,500 associates, and including more than 1,000 research analysts and consultants, in more than 75 locations worldwide. For more information, visit www.gartner.com.

SAFE HARBOR STATEMENT

This press release contains statements regarding the anticipated purchase of shares by Gartner from its stockholders (including Silver Lake Partners), the impact to earnings accretion, the estimated fully diluted share count, the reaffirmation of third quarter and full year guidance, and other statements in this release other than recitation of historical facts which 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 in light of the adverse current economic conditions; ability to grow or even sustain revenue from individual customers in light of the adverse impact of the current economic conditions on overall IT spending; the duration and severity of the current economic slowdown; 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, particularly as the Company seeks to reduce its overall workforce; ability to achieve continued customer renewals and achieve new contract value, backlog and deferred revenue growth in light of competitive pressures; ability to integrate operations of possible acquisitions; ability to carry out the Company's strategic initiatives and manage associated costs; ability to manage the Company's strategic partnerships; rapid technological advances which may provide increased indirect competition to the Company from a variety of sources; substantial competition from existing competitors and potential new competitors; risks associated with intellectual property rights important to the Company's products and services; additional risks associated with international operations including foreign currency fluctuations; and other risks listed from time to time in the Company's reports filed with the Securities and Exchange Commission, including the Company's Annual Report on Form 10-K for the year ended December 31, 2003 and Quarterly Report on Form 10-Q for the quarter ended June 30, 2004. These filings can be found on Gartner's web site at investors.gartner.com 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.

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