

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

Amendment No. 5  
Schedule TO  
Tender Offer Statement Under Section 14(d)(1) or 13(e)(1)  
of the Securities Exchange Act of 1934

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Gartner, Inc.  
(Name of Subject Company (Issuer))  
Gartner, Inc. (Issuer)  
(Name of Filing Person (Identifying Status as Offeror, Issuer or Other Person))

Common Stock, Class A, \$0.0005 Par Value  
Common Stock, Class B, \$0.0005 Par Value

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(Title of Class of Securities)

Common Stock, Class A, 366651107  
Common Stock, Class B, 366651206

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(CUSIP Number of Class of Securities)

Lewis G. Schwartz, Esq.  
General Counsel  
Gartner, Inc.  
P.O. Box 10212  
56 Top Gallant Road  
Stamford, CT 06902-7747  
Tel: (203) 316-1111

(Name, address and telephone number of person authorized to receive notices  
and communications on behalf of filing person)

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Copies to:  
Larry W. Sonsini, Esq.  
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CALCULATION OF FILING FEE

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Transaction Valuation*	Amount of Filing Fee**
\$226,853,122.50	\$28,742

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\* Calculated solely for purposes of determining the amount of the filing fee. Pursuant to rule 0-11(b)(1) of the Securities Exchange Act of 1934, as amended, the Transaction Valuation was calculated assuming that 11,298,630 outstanding shares of Common Stock, Class A, and 5,505,305 outstanding shares of Common Stock, Class B, are being purchased at the maximum possible tender offer price of \$13.50 per share.

\*\* The amount of the filing fee, calculated in accordance with Rule 0-11(b)(1) of the Securities Exchange Act of 1934, as amended, and Fee Rate Advisory #7 for Fiscal Year 2004 issued by the Securities and Exchange Commission, equals \$126.70 per million of the value of the transaction.

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

Amount Previously Paid: \$28,742  
Form or Registration No.: Schedule TO

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. 5 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. 5 is intended to satisfy the reporting requirements of Rule 13e-4(c)(3) 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. 5 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 2, 2004, the Company issued a press release announcing the preliminary 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)(C) 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)(C) Press Release, dated August 2, 2004 (announcing preliminary 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

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Christopher Lafond  
Executive Vice President and Chief  
Financial Officer

Date: August 2, 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).
(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.

GARTNER, INC. ANNOUNCES PRELIMINARY RESULTS OF  
DUTCH AUCTION SELF-TENDER OFFER  
WILL ALSO REPURCHASE APPROXIMATELY 9.2 MILLION SHARES FROM SILVER LAKE PARTNERS

STAMFORD, Conn., August 2, 2004 - Gartner, Inc. (NYSE: IT and ITB), the world's leading technology research and advisory firm, today announced the preliminary 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 preliminary count by Mellon Investor Services LLC, the depository for the offer, indicates that approximately 14.6 million shares of Class A Common Stock and approximately 11.9 million shares of Class B Common Stock were properly tendered and not withdrawn. Gartner intends to exercise 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 expects to purchase approximately 11.3 million shares of Class A Common Stock at a purchase price of \$13.20 per share, and approximately 5.5 million 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. These figures are based on preliminary results and subject to final verification. It is anticipated that the tender offer for the Class A shares will not be subject to proration, and the preliminary proration factor for the tender offer for the Class B shares is 70.6%.

Although it is expected that Gartner will purchase without proration all shares properly tendered and not withdrawn in the Class A tender, the final proration factor, if any, applicable to the Class A and Class B shares will be determined and announced promptly after the final results of the self-tender are available. After the proration factor has been determined, we will commence payment for shares purchased in the self-tender. 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 approximately 9.2 million Class A shares from Silver Lake Partners, L.P. at a purchase price of \$13.20 per share. Gartner previously announced an agreement with Silver Lake Partners 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.

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](http://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) and 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 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, risks associated with the conditions to the tender offer as described in the Offer to Purchase distributed to stockholders 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 March 31, 2004. These filings can be found on Gartner's Web site at [www.gartner.com/investors](http://www.gartner.com/investors) and the SEC's Web site at [www.sec.gov](http://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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