

Edgar Filing: GARTNER INC - Form S-8

GARTNER INC
Form S-8
August 02, 2002

As filed with the Securities and Exchange Commission on August 2, 2002
Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

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

Delaware
(STATE OR OTHER JURISDICTION OF
INCORPORATION OR ORGANIZATION)

04-3099750
(I.R.S. EMPLOYER
IDENTIFICATION NO.)

P.O. Box 10212
56 Top Gallant Road
Stamford, Connecticut
(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES)

06904-2212
(ZIP CODE)

Gartner, Inc. 1999 Stock Option Plan
(FULL TITLE OF THE PLAN)

Regina M. Paolillo
Executive Vice President
and Chief Financial Officer
Gartner, Inc.
56 Top Gallant Road
P.O. Box 10212
Stamford, Connecticut 06904-2212
(NAME AND ADDRESS OF AGENT FOR SERVICE)

(203) 316-1111
(TELEPHONE NUMBER, INCLUDING AREA CODE, OF AGENT FOR SERVICE)

Copy to:

Thomas A. Klee, Esq.
Shipman & Goodwin LLP
One American Row
Hartford, Connecticut 06103
(860) 251-5000

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CALCULATION OF REGISTRATION FEE

| TITLE OF SECURITIES TO BE REGISTERED ----- | AMOUNT TO BE REGISTERED ----- | PROPOSED MAXIMUM OFFERING PRICE PER UNIT (1) ----- | PROPOSED MAXIMUM AGGREGATE OFFERING PRICE ----- | AMOUNT OF REGISTRATION FEE ----- |
|--|--|--|---|--|
| Class A Common Stock, par value \$0.0005..... | 3,500,000 | \$8.12 | \$28,420,000 | \$2,614.64 |

(1) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(h) under the Securities Act of 1933 based on the average of the high and low prices reported on the New York Stock Exchange on July 31, 2002.

Pursuant to Rule 429 under the Securities Act of 1933, the prospectus relating to the securities registered under this Registration Statement also relates to Registration Statement No. 333-30546, filed February 16, 2000.

STATEMENT PURSUANT TO GENERAL INSTRUCTION E OF FORM S-8

This Registration Statement relates to the registration of additional shares of Class A Common Stock, par value \$0.0005 per share, of Gartner, Inc., the same class of securities as registered on Form S-8 for Gartner, Inc. 1999 Stock Option Plan, Registration Statement No. 333-30546. The contents of the prior Registration Statement are incorporated in this Registration Statement by reference.

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SIGNATURES

Pursuant to requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Stamford, State of Connecticut on July 25, 2002.

GARTNER, INC.

By: /s/ MICHAEL D. FLEISHER

Michael D. Fleisher
Chairman of the Board, Chief Executive
Officer and President

POWER OF ATTORNEY

Know All Persons by These Presents, that each person whose signature appears below constitutes and appoints Michael D. Fleisher and Regina M. Paolillo and each of them acting individually, as his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution for him or her and in his or her name, place and stead, in any and all capacities to sign any and all amendments (including post-effective amendments) to this registration statement, and to file same, with all exhibits thereto, and

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other documents in connection therewith with the Securities and Exchange Commission, with full power and authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, of their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

| SIGNATURE ----- | TITLE ----- | DATE ---- |
|---|---|--------------|
| /s/ MICHAEL D. FLEISHER ----- Michael D. Fleisher | Director and Chairman of the Board, Chief Executive Officer and President (Principal Executive Officer) | July 25, 2 |
| /s/ REGINA M. PAOLILLO ----- Regina M. Paolillo | Executive Vice President Corporate Services and Chief Financial Officer (Principal Financial and Accounting Officer) | July 25, 2 |
| /s/ ANNE SUTHERLAND FUCHS ----- Anne Sutherland Fuchs | Director | July 25, 2 |
| /s/ WILLIAM O. GRABE ----- William O. Grabe | Director | July 25, 2 |
| /s/ MAX D. HOPPER ----- Max D. Hopper | Director | July 25, 2 |
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| /s/ GLENN H. HUTCHINS ----- Glenn H. Hutchins | Director | July 25, 2 |
| /s/ STEPHEN G. PAGLIUCCA ----- Stephen G. Pagliuca | Director | July 25, 2 |
| /s/ KENNETH ROMAN ----- Kenneth Roman | Director | July 25, 2 |
| /s/ DAVID J. ROUX ----- David J. Roux | Director | July 25, 2 |

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/s/ DENNIS G. SISCO

Director

July 25, 2000

Dennis G. Sisco

/s/ MAYNARD G. WEBB, JR.

Director

July 25, 2000

Maynard G. Webb, Jr.

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EXHIBIT INDEX

| Exhibit No. | Description |
|-------------|---|
| ----- | ----- |
| 5.1* | Opinion of Shipman & Goodwin LLP as to the legality of the securities being registered. |
| 23.1* | Consent of Shipman & Goodwin LLP (included in Exhibit 5.1). |
| 23.2* | Consent of KPMG LLP. |
| 24.1* | Power of Attorney (included in the signature page of this registration statement). |
| 99.1* | Gartner, Inc. 1999 Stock Option Plan. |

*Filed herewith.