

GARTNER INC
Form SC 13D/A
May 22, 2006

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 4)*

GARTNER, INC.

(Name of Issuer)

Class A Common Stock, Par Value \$.0005 Per Share

(Title of Class of Securities)

366651107

(CUSIP Number)

**Silver Lake Partners, L.P.
2725 Sand Hill Road, Suite 150
Menlo Park, CA 94025
(650) 233-8120**

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

May 18, 2006

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

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Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. **366651107**

1. Names of Reporting Persons. **SILVER LAKE PARTNERS, L.P., a Delaware limited partnership.**
I.R.S. Identification Nos. of above persons (entities only) **Not required.**
2. Check the Appropriate Box if a Member of a Group (See Instructions)
 - (a) X
 - (b) O
3. SEC Use Only
4. Source of Funds (See Instructions)
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) O
6. Citizenship or Place of Organization **Delaware**
7. Sole Voting Power
8. Shared Voting Power **37,740,128***
9. Sole Dispositive Power
10. Shared Dispositive Power **37,740,128***
11. Aggregate Amount Beneficially Owned by Each Reporting Person **37,740,128***
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) O
13. Percent of Class Represented by Amount in Row (11) **33.1%***
14. Type of Reporting Person (See Instructions)
PN

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

* See Item 5.

CUSIP No. **366651107**

1. Names of Reporting Persons. **SILVER LAKE INVESTORS, L.P., a Delaware limited partnership.**
I.R.S. Identification Nos. of above persons (entities only) **Not required.**
2. Check the Appropriate Box if a Member of a Group (See Instructions)
 - (a) X
 - (b) O
3. SEC Use Only
4. Source of Funds (See Instructions)
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) O
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8. Shared Voting Power **37,740,128***
9. Sole Dispositive Power
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11. Aggregate Amount Beneficially Owned by Each Reporting Person **37,740,128***
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) O
13. Percent of Class Represented by Amount in Row (11) **33.1%***
14. Type of Reporting Person (See Instructions)
PN

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

* See Item 5.

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CUSIP No. **366651107**

1. Names of Reporting Persons. **SILVER LAKE TECHNOLOGY INVESTORS, L.L.C., a Delaware limited liability company.**
 I.R.S. Identification Nos. of above persons (entities only) **Not required.**

2. Check the Appropriate Box if a Member of a Group (See Instructions)
 (a) X
 (b) O

3. SEC Use Only

4. Source of Funds (See Instructions)

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) O

6. Citizenship or Place of Organization **Delaware**

7. Sole Voting Power

Number of
 Shares
 Beneficially
 Owned by
 Each
 Reporting
 Person With

8. Shared Voting Power **37,740,128***

9. Sole Dispositive Power

10. Shared Dispositive Power **37,740,128***

11. Aggregate Amount Beneficially Owned by Each Reporting Person **37,740,128***

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) O

13. Percent of Class Represented by Amount in Row (11) **33.1%***

14. Type of Reporting Person (See Instructions)
OO

* See Item 5.

This Amendment No. 4 to Schedule 13D supplements and amends the Schedule 13D of Silver Lake Partners, L.P., Silver Lake Investors, L.P., and Silver Lake Technology Investors, L.L.C. (the Silver Lake Entities) originally filed on April 15, 2003, as amended by Amendment No. 1 filed on September 19, 2003, Amendment No. 2 filed on June 21, 2004, and Amendment No. 3 filed on August 30, 2004, with respect to the Common Stock, par value \$.0005 per share (the Common Stock) of Gartner, Inc. (Gartner). Each item below amends and supplements the information disclosed under the corresponding item of the Schedule 13D. Capitalized terms defined in the Schedule 13D are used herein with their defined meanings.

Item 4. Purpose of Transaction

Item 4 of the Schedule 13D is hereby amended and supplemented by the following:

On May 18, 2006, Gartner, the Silver Lake Entities and Goldman, Sachs & Co., J.P. Morgan Securities Inc. and Lehman Brothers Inc., as representatives for the several underwriters (the Underwriters), entered into an Underwriting Agreement relating to the sale by the Silver Lake Entities to the Underwriters of 9,500,000 shares of Common Stock (the Underwriting Agreement). The Underwriting Agreement also grants the underwriters an option to purchase up to an additional 1,425,000 shares of Common Stock from the Silver Lake Entities to cover over-allotments, if any.

In connection with the offering and sale contemplated in the Underwriting Agreement (the Offering), the Silver Lake Entities entered into stock purchase agreements on May 8, 2006 with each of Gartner (the Gartner Stock Purchase Agreement) and James C. Smith, the Chairman of Gartner's board of directors, (the Smith Stock Purchase Agreement), whereby, subject to the terms and conditions therein, the Silver Lake Entities agreed to sell to Gartner and Mr. Smith, and Gartner and Mr. Smith agreed to purchase from the Silver Lake Entities, 1,000,000 shares and 200,000 shares of Common Stock, respectively, assuming that the Offering is consummated. These sales are expected to close concurrently with the sale of the 9,500,000 shares to the Underwriters.

The Underwriting Agreement, the Gartner Stock Purchase Agreement and the Smith Stock Purchase Agreement are attached as exhibits or incorporated by reference to the Schedule 13D and are incorporated herein by reference.

Item 5. Interest in Securities of the Issuer

Item 5 of the Schedule 13D is hereby amended and supplemented by the following:

The information contained on the cover pages of this Schedule 13D is incorporated herein by reference.

As of the date hereof, the Silver Lake Entities beneficially own 37,740,128 shares of Common Stock. Assuming the sale of 9,500,000 shares of Common Stock in the proposed Offering and no exercise of the Underwriters' option to purchase additional shares, as well as the sale of 1,000,000 shares of Common Stock to Gartner and 200,000 shares of Common Stock to Mr. Smith, the Silver Lake Entities may be deemed to be the beneficial owners of 27,040,128 shares of Common Stock, representing approximately 23.9% of the issued and outstanding shares of Common Stock.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

Item 6 of the Schedule 13D is hereby amended and supplemented by the information contained in Item 4 of this Amendment, which is herein incorporated by reference.

Item 7. Material to Be Filed as Exhibits

Item 7 of the Schedule 13D is hereby supplemented by adding the following:

- Exhibit 5 Underwriting Agreement, dated as of May 18, 2006, by and among Goldman, Sachs & Co., J.P. Morgan Securities Inc. and Lehman Brothers Inc., as representatives for the several underwriters named therein, Silver Lake Partners, L.P., Silver Lake Investors, L.P., Silver Lake Technology Investors, L.L.C. and Gartner, Inc. (Incorporated by reference to Exhibit 1.1 to the Current Report on Form 8-K of Gartner, Inc. on May 19, 2006)
- Exhibit 6 Stock Purchase Agreement, dated as of May 8, 2006, by and among Silver Lake Partners, L.P., Silver Lake Investors, L.P., Silver Lake Technology Investors, L.L.C. and Gartner, Inc. (Incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K of Gartner, Inc. filed on May 9, 2006)
- Exhibit 7 Stock Purchase Agreement, dated as of May 8, 2006, by and among Silver Lake Partners, L.P., Silver Lake Investors, L.P., Silver Lake Technology Investors, L.L.C. and James C. Smith.

Signature

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

DATED: May 19, 2006

SILVER LAKE PARTNERS, L.P.

By: Silver Lake Technology Associates, L.L.C., its General Partner

By: /s/ Karen M. King
Name: Karen M. King
Title: General Counsel

SILVER LAKE INVESTORS, L.P.

By: Silver Lake Technology Associates, L.L.C., its General Partner

By: /s/ Karen M. King
Name: Karen M. King
Title: General Counsel

SILVER LAKE TECHNOLOGY INVESTORS, L.L.C.

By: Silver Lake Technology
Management, L.L.C., its Manager

By: /s/ Karen M. King
Name: Karen M. King
Title: General Counsel

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