

GARTNER INC
Form S-4/A
March 06, 2017
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As filed with the Securities and Exchange Commission on March 6, 2017

Registration No. 333-215896

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

Amendment No. 1
to
FORM S-4
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)

8741
(Primary Standard Industrial
Classification Code Number)

04-3099750
(I.R.S. Employer
Identification Number)

P.O. Box 10212

56 Top Gallant Road

Stamford, CT 06902-7700

(203) 316-1111

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Daniel S. Peale, Esq.

General Counsel

Gartner, Inc.

P.O. Box 10212

56 Top Gallant Road

Stamford, CT 06902-7700

(203) 316-1111

(Name, address, including zip code, and telephone number, including area code, of agent for service)

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General Counsel

General Counsel, Chief Compliance Officer and Corporate Secretary

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Milson Sonsini Goodrich & Rosati, P.C.	P.O. Box 10212	1919 North Lynn Street	Kirkland & Ellis LLP
1700 K Street, NW	56 Top Gallant Road	Arlington, VA 22209	655 Fifteenth Street, N.W.
Washington, DC 20006	Stamford, CT 06902-7700	(571) 303-6956	Washington, DC 20005
(202) 973-8800	(203) 316-1111		(202) 879-5200

Approximate date of commencement of the proposed sale of the securities to the public: As soon as practicable after this registration statement becomes effective and upon consummation of the merger described in the enclosed document.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act of 1933, as amended, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act (check one):

Large accelerated filer
 Accelerated filer
 Non-accelerated filer (Do not check if a smaller reporting company)
 Smaller reporting company
 If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act, or until this Registration Statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

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The information contained herein is subject to completion or amendment. A registration statement relating to these securities has been filed with the Securities and Exchange Commission. No securities may be sold until a registration statement filed with the Securities and Exchange Commission is effective. This preliminary proxy statement/prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities, nor shall there be sale of these securities, in any jurisdiction in which such offer, solicitation or sale is not permitted or would be unlawful.

PRELIMINARY SUBJECT TO COMPLETION DATED MARCH 3, 2017

MERGER PROPOSAL YOUR VOTE IS VERY IMPORTANT

CEB Inc.

1919 North Lynn Street

Arlington, VA 22209

(571) 303-6956

Dear Stockholder:

As previously announced on January 5, 2017, CEB Inc. ("CEB") entered into an Agreement and Plan of Merger (as it may be amended from time to time, the "merger agreement"), with Gartner, Inc. ("Gartner") and Cobra Acquisition Corp., a wholly-owned subsidiary of Gartner ("Merger Sub"), pursuant to which Merger Sub will merge with and into CEB (the "merger") with CEB surviving the merger as a wholly-owned subsidiary of Gartner.

If the merger agreement is adopted by CEB stockholders and the merger is consummated, each share of CEB common stock, par value \$0.01 per share ("CEB common stock") will be converted into the right to receive, in such case without interest and subject to any applicable withholding taxes, (i) \$54.00 in cash (the "per share cash consideration") and (ii) 0.2284 of a share (the "per share stock consideration" and collectively with the per share cash consideration, the "per share merger consideration") of common stock of Gartner, par value \$0.0005 per share ("Gartner common stock").

Based on the closing price of \$ _____ of Gartner common stock on The New York Stock Exchange on _____, 2017, the last practicable trading day prior to the date of this proxy statement/prospectus, the total value of the per share merger consideration represented approximately \$ _____ per share of CEB common stock. However, the value of the per share merger consideration will fluctuate with the market price of Gartner common stock and will not be known at the time the CEB stockholders vote on the merger at the special meeting (as defined herein). Gartner common stock is listed on The New York Stock Exchange under the symbol "IT". CEB common stock is listed on The New York Stock Exchange under the symbol "CEB". We encourage you to obtain current market prices for the Gartner common stock given that a significant portion of the per share merger consideration is payable in Gartner common stock.

The merger cannot be consummated unless CEB stockholders holding a majority of the outstanding shares of CEB common stock as of the close of business on February 24, 2017 (the record date) vote in favor of the adoption of the merger agreement at the special meeting of CEB stockholders to be held on _____, 2017 (the special meeting). **Your vote is very important, regardless of the number of shares of CEB common stock you own. Whether or not you expect to attend the special meeting in person, please vote or otherwise submit a proxy to vote your shares as promptly as possible so that your shares may be represented and voted at the special meeting.**

THE BOARD OF DIRECTORS OF CEB (THE CEB BOARD), HAS (I) DETERMINED THAT THE TERMS OF THE MERGER AGREEMENT, THE MERGER AND THE OTHER TRANSACTIONS CONTEMPLATED BY THE MERGER AGREEMENT ARE FAIR TO AND IN THE BEST INTERESTS OF CEB AND THE CEB STOCKHOLDERS, (II) APPROVED AND DECLARED ADVISABLE THE MERGER AGREEMENT, THE MERGER AND THE OTHER TRANSACTIONS CONTEMPLATED BY THE MERGER AGREEMENT, (III) AUTHORIZED AND APPROVED THE MERGER AGREEMENT, THE MERGER AND THE OTHER TRANSACTIONS CONTEMPLATED BY THE MERGER AGREEMENT AND (IV) RECOMMENDED THE ADOPTION OF THE MERGER AGREEMENT BY THE CEB STOCKHOLDERS AT A MEETING OF THE CEB STOCKHOLDERS

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DULY CALLED AND HELD FOR SUCH PURPOSES. THE CEB BOARD MADE ITS DETERMINATION AFTER CONSIDERING A NUMBER OF REASONS MORE FULLY DESCRIBED IN THIS PROXY STATEMENT/PROSPECTUS.

THE CEB BOARD RECOMMENDS THAT YOU VOTE FOR THE ADOPTION OF THE MERGER AGREEMENT, FOR THE APPROVAL, BY NON-BINDING, ADVISORY VOTE, OF COMPENSATION THAT MAY BE PAID OR BECOME PAYABLE TO CEB S NAMED EXECUTIVE OFFICERS THAT IS BASED ON OR OTHERWISE RELATES TO THE MERGER AND FOR THE ADJOURNMENT OF THE SPECIAL MEETING, OR ANY ADJOURNMENTS THEREOF, TO ANOTHER TIME OR PLACE, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO ADOPT THE MERGER AGREEMENT. In considering the recommendations of the CEB board, you should be aware that certain directors and executive officers of CEB will have interests in the merger that may be different from, or in addition to, the interests of CEB stockholders generally. See the section entitled *The Merger Interests of CEB Directors and Executive Officers in the Merger* beginning on page 75 of the accompanying proxy statement/prospectus.

We urge you to read this proxy statement/prospectus and the Annexes and the documents incorporated by reference carefully and in their entirety. **In particular, we urge you to read carefully the section entitled Risk Factors beginning on page 19 of this proxy statement/prospectus.** If you have any questions regarding this proxy statement/prospectus, you may contact June Connor, CEB s primary investor relations contact, at jconnor@cebglobal.com or 877-587-8403.

On behalf of the CEB board, thank you for your consideration and continued support. We look forward to the successful consummation of the merger.

Sincerely,

Thomas L. Monahan III

Chairman and Chief Executive Officer

Neither the Securities and Exchange Commission nor any state or provincial securities commission or regulatory authority has approved or disapproved of these securities or passed upon the adequacy or accuracy of this proxy statement/prospectus. Any representation to the contrary is a criminal offense.

This proxy statement/prospectus is dated _____, 2017 and is first being mailed to CEB stockholders on or about _____, 2017.

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CEB Inc.

1919 North Lynn Street

Arlington, VA 22209

(571) 303-6956

NOTICE OF SPECIAL MEETING OF STOCKHOLDERS

Dear Stockholder:

You are cordially invited to attend a special meeting of stockholders of CEB Inc. ("CEB"), a Delaware corporation. The special meeting will be held on _____, 2017, at 10:00 a.m., local time, at CEB's headquarters, located at 1919 North Lynn Street, Arlington, VA 22209 (the "special meeting") for the following purposes:

1. To consider and vote on the adoption of the Agreement and Plan of Merger, dated as of January 5, 2017 (as it may be amended from time to time, the "merger agreement"), by and among CEB, Gartner, Inc. ("Gartner"), a Delaware corporation, and Cobra Acquisition Corp. ("Merger Sub"), a Delaware corporation and a wholly-owned subsidiary of Gartner. A copy of the merger agreement is attached as **Annex A** to this proxy statement/prospectus. The merger agreement provides that Merger Sub will merge with and into CEB (the "merger") with CEB surviving the merger as a wholly-owned subsidiary of Gartner;
2. To consider and vote on a proposal to approve, by non-binding, advisory vote, compensation that may be paid or become payable to CEB's named executive officers that is based on or otherwise relates to the merger; and
3. To consider and vote on a proposal to adjourn the special meeting, or any adjournments thereof, to another time or place, if necessary or appropriate, to solicit additional proxies if there are insufficient votes at the time of the special meeting to adopt the merger agreement.

The record date for the special meeting is February 24, 2017. Only stockholders of record at the close of business on February 24, 2017, are entitled to notice of, and to vote at, the special meeting.

Your vote is very important, regardless of the number of shares of CEB common stock you own. The merger cannot be consummated unless the merger agreement is adopted by the affirmative vote of the holders of a majority of the outstanding shares of CEB common stock entitled to vote thereon. Even if you plan to attend the special meeting in person, CEB requests that you complete, sign, date and return, as promptly as possible, the enclosed proxy card in the accompanying prepaid reply envelope or submit your proxy by telephone or the Internet prior to the special meeting to ensure that your shares of CEB common stock will be represented at the special meeting if you are unable to attend. If you fail to return your proxy card, to submit your proxy by phone or the Internet or to attend the special meeting in person, your shares of CEB common stock will not be counted for purposes of determining whether a quorum is present at the special meeting and will have the same effect as a vote **AGAINST** the adoption of the merger agreement, but will have no effect on the proposal to approve, on a non-binding, advisory basis, the compensation that

may be paid or become payable to CEB's named executive officers that is based on or otherwise relates to the merger, or the proposal to adjourn the special meeting, or any adjournments thereof, to another time or place, if necessary or appropriate, to solicit additional proxies if there are insufficient votes at the time of the special meeting to adopt the merger agreement.

The CEB board has (i) determined that the terms of the merger agreement, the merger and the other transactions contemplated by the merger agreement are fair to and in the best interests of CEB and the CEB stockholders; (ii) approved and declared advisable the merger agreement, the merger and the other transactions contemplated by the merger agreement; (iii) authorized and approved the merger agreement, the merger and the

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other transactions contemplated by the merger agreement; and (iv) recommended the adoption of the merger agreement by the CEB stockholders at a meeting of the CEB stockholders duly called and held for such purposes. The CEB board made its determination after consideration of a number of reasons more fully described in this proxy statement/prospectus. **The CEB board recommends that you vote FOR the adoption of the merger agreement, FOR the approval, by non-binding, advisory vote, of compensation that may be paid or become payable to CEB's named executive officers that is based on or otherwise relates to the merger and FOR the adjournment of the special meeting, or any adjournments thereof, to another time or place, if necessary or appropriate, to solicit additional proxies if there are insufficient votes at the time of the special meeting to adopt the merger agreement.**

Only CEB stockholders of record, their duly authorized proxy holders, beneficial stockholders with proof of ownership and CEB's guests may attend the special meeting. In order to be admitted to the special meeting, you must bring documentation showing that you owned CEB common stock as of the record date of February 24, 2017. Acceptable documentation includes (i) the copy of the proxy statement/prospectus mailed to you, or (ii) any other proof of ownership (such as a brokerage or bank statement) reflecting your CEB holdings as of February 24, 2017. In addition, all attendees will be required to present valid photo identification (e.g., driver's license or passport). Stockholders who do not bring the above documentation will not be admitted to the special meeting. Cameras and electronic recording devices are not permitted at the special meeting.

CEB stockholders who do not vote in favor of the adoption of the merger agreement will have the right to seek appraisal of the fair value of their shares of CEB common stock if they deliver a demand for appraisal before the vote is taken on the merger agreement and comply with all the requirements of Delaware law, which are summarized in this proxy statement/prospectus and reproduced in their entirety in **Annex C** to this proxy statement/prospectus.

WHETHER OR NOT YOU PLAN TO ATTEND THE SPECIAL MEETING, PLEASE COMPLETE, DATE, SIGN AND RETURN, AS PROMPTLY AS POSSIBLE, THE ENCLOSED PROXY CARD IN THE ACCOMPANYING PREPAID REPLY ENVELOPE, OR SUBMIT YOUR PROXY BY TELEPHONE OR THE INTERNET. IF YOU ATTEND THE SPECIAL MEETING AND VOTE IN PERSON, YOUR VOTE BY BALLOT WILL REVOKE ANY PROXY PREVIOUSLY SUBMITTED.

Sincerely,

Pamela J. Auerbach

Corporate Secretary

Arlington, Virginia 22209

, 2017

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ADDITIONAL INFORMATION

This proxy statement/prospectus incorporates important business and financial information about Gartner and CEB from other documents that are not included in or delivered with this proxy statement/prospectus. This information is available to you without charge upon your request. You can obtain the documents incorporated by reference into this proxy statement/prospectus by requesting them in writing or by telephone from the appropriate company at the following addresses and telephone numbers:

Gartner, Inc.	CEB Inc.
P.O. Box 10212	1919 North Lynn Street
56 Top Gallant Road	Arlington, Virginia 22209
Stamford, Connecticut 06902	(571) 303-3000
(203) 316-1111	Attn: Investor Relations
Attn: Investor Relations	

The firm assisting CEB with the solicitation of proxies:

Innisfree M&A Incorporated

501 Madison Avenue

New York, NY 10022

Shareholders may call toll-free: (888) 750-5834

Banks and Brokers may call collect: (212) 750-5833

Investors may also consult CEB's website for more information concerning the merger described in this proxy statement/prospectus. CEB's website is www.cebglobal.com. Information included on this website is not incorporated by reference into this proxy statement/prospectus.

If you would like to request documents, please do so by _____, 2017 in order to receive them before the special meeting.

For more information, see "Where You Can Find More Information" beginning on page 133.

ABOUT THIS DOCUMENT

This document, which forms part of a registration statement on Form S-4 filed with the Securities and Exchange Commission, which we refer to as the SEC, by Gartner (File No. 333-215896), constitutes a prospectus of Gartner under Section 5 of the Securities Act of 1933, as amended, which we refer to as the Securities Act, with respect to the Gartner common shares to be issued to CEB stockholders as required by the merger agreement. This document also

constitutes a proxy statement of CEB under Section 14(a) of the Securities Exchange Act of 1934, as amended, which we refer to as the Exchange Act, with respect to the special meeting of CEB stockholders, at which CEB stockholders will be asked to vote upon a proposal to adopt the merger agreement.

You should rely only on the information contained in, or incorporated by reference into, this proxy statement/prospectus. No one has been authorized to provide you with information that is different from that contained in, or incorporated by reference into, this proxy statement/prospectus. This proxy statement/prospectus is dated , 2017. You should not assume that the information contained in, or incorporated by reference into, this proxy statement/prospectus is accurate as of any date other than the date on the front cover of those documents. Neither the mailing of this proxy statement/prospectus to CEB stockholders nor the issuance by Gartner of common stock in connection with the merger will create any implication to the contrary.

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This proxy statement/prospectus does not constitute an offer to sell, or a solicitation of an offer to buy, any securities, or the solicitation of a proxy, in any jurisdiction in which or from any person to whom it is unlawful to make any such offer or solicitation in such jurisdiction. Information contained in this proxy statement/prospectus regarding Gartner has been provided by Gartner and information contained in this proxy statement/prospectus regarding CEB has been provided by CEB.

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QUESTIONS AND ANSWERS

The following are answers to some questions that you, as a stockholder of CEB, may have regarding the merger and the other matters being considered at the stockholder meeting of CEB (which we refer to as the special meeting or the CEB special meeting). CEB urges you to read carefully the remainder of this proxy statement/prospectus because the information in this section does not provide all the information that might be important to you with respect to the merger and the other matters being considered at the special meeting. Additional important information is also contained in the annexes to and the documents incorporated by reference into this proxy statement/prospectus.

Q: Why am I receiving this proxy statement/prospectus?

A: Gartner and CEB have agreed to an acquisition of CEB by Gartner under the terms of a merger agreement that is described in this proxy statement/prospectus. A copy of the merger agreement is attached to this proxy statement/prospectus as Annex A.

In order to consummate the merger, CEB stockholders must vote to adopt the merger agreement, and all other conditions to the merger must be satisfied or waived.

CEB will hold a special meeting to obtain this approval. This proxy statement/prospectus contains important information about the merger and the special meeting, and you should read it carefully. The enclosed proxy materials allow you to vote your shares without attending the special meeting.

You also are being asked to vote on a proposal to adjourn the CEB special meeting, if necessary or appropriate, in the view of the CEB board, to solicit additional proxies in favor of the proposal to adopt the merger agreement if there are not sufficient votes at the time of such adjournment to adopt the merger agreement (which we refer to as the adjournment proposal). In addition, you are being asked to vote on a proposal to approve, on a (non-binding) advisory basis, certain compensation to be paid to CEB's named executive officers that is based on or otherwise relates to the merger, which we refer to as the merger-related named executive officer compensation proposal.

Your vote is important. We encourage you to vote as soon as possible. For more information on how to vote your shares, please see the section entitled *The CEB Special Meeting* beginning on page 37.

Q: What is a proxy?

A: A proxy is another person you authorize to vote on your behalf. CEB asks stockholders to instruct the proxy how to vote so that all common shares may be voted at the special meeting even if the holders do not attend the meeting.

Q: When were the enclosed solicitation materials first given to stockholders?

A: CEB first mailed the enclosed solicitation materials to CEB stockholders on or about _____, 2017.

Q: When and where will the meeting be held?

A: The CEB special meeting will be held at 10:00 A.M., local time, on _____, 2017 at 1919 North Lynn Street, Arlington, Virginia 22209.

Q: Who can attend the meeting?

A: All stockholders as of February 24, 2017, or their duly appointed proxies, may attend the meeting.

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Q: What do I need in order to attend the special meeting?

A: In order to be admitted to the meeting, a stockholder must present proof of ownership of CEB common stock on the record date. If your shares are held in the name of a broker, bank, custodian, nominee or other record holder, you must obtain a proxy, executed in your favor, from the holder of record (that is, your broker, bank, custodian or nominee) to be able to vote at the meeting. You will also be required to present a form of photo identification, such as a driver's license.

Q: How do I vote?

A: If you are a stockholder of record of CEB as of the record date for the special meeting, you may vote in person by attending the special meeting or, to ensure your shares are represented at the special meeting, you may vote by:

accessing the Internet website specified on your proxy card;

calling the toll-free number specified on your proxy card; or

signing and returning the enclosed proxy card in the postage-paid envelope provided.

If you hold CEB shares in the name of a broker, bank or nominee, please follow the voting instructions provided by your broker, bank or nominee to ensure that your shares are represented at the special meeting.

Q: How will my proxy vote my shares?

A: If your vote is properly completed, whether you vote by the Internet, telephone or through a proxy card, and if it is not revoked, before the meeting, your shares will be voted at the meeting according to the instructions indicated. If you sign and return your proxy card, but do not give any voting instructions, your shares will be voted FOR the proposals. To our knowledge, no other matters will be presented at the meeting. However, if any other matters of business are properly presented, the proxy holders named on the proxy card are authorized to vote the shares represented by proxies according to their judgment.

Q: Who is entitled to vote at the meeting and how many votes do they have?

A: Only holders of record of CEB common stock at the close of business on February 24, 2017, which we refer to as the record date, will be entitled to vote at the special meeting. Each share has one vote. There were 32,055,939 shares of CEB common stock outstanding on the record date.

Q: What is the difference between holding shares as a stockholder of record and as a beneficial owner?

A: If your shares of CEB common stock are registered directly in your name with the transfer agent of CEB, Computershare Inc., you are considered the stockholder of record with respect to those shares. As the stockholder of record, you have the right to vote, or to grant a proxy for your vote directly to CEB or to a third party to vote at the CEB special meeting.

If your shares are held by a bank, brokerage firm or other nominee, you are considered the beneficial owner of shares held in street name, and your bank, brokerage firm or other nominee is considered the stockholder of record with respect to those shares. Your bank, brokerage firm or other nominee will send you, as the beneficial owner, a package describing the procedure for voting your shares. You should follow the instructions provided by them to vote your shares. You are invited to attend the CEB special meeting; however, you may not vote these shares in person at the CEB special meeting unless you obtain a legal proxy from your bank, brokerage firm or other nominee that holds your shares, giving you the right to vote the shares at the CEB special meeting.

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Q: How many votes do I and others have?

A: You are entitled to one vote for each share of CEB common stock that you owned as of the record date. As of the close of business on February 24, 2017, there were 32,055,939 outstanding shares of CEB common stock. In connection with the execution of the merger agreement, CEB's Chief Executive Officer, Chief Administrative Officer, and Chief Financial Officer, and each of the members of the CEB board, collectively referred to as the CEB management stockholders, have entered into voting agreements, dated as of January 5, 2017, with Gartner. As of January 5, 2017, there were 199,821 shares, constituting approximately 1% of the outstanding common stock of CEB, subject to the voting agreements. The CEB management stockholders have agreed in the voting agreements to vote all shares of CEB common stock owned by them (i) in favor of the adoption of the merger agreement and any action required in furtherance thereof, (ii) against approval of any proposal made in opposition to, in competition with, or that would result in a breach of the merger agreement or the merger or any other transactions contemplated by the merger agreement, and (iii) against certain other non-routine transactions involving CEB (excluding the merger with Gartner), as specified in the voting agreement, or any other action that is intended to, or would reasonably be expected to, materially impede, interfere with, delay, postpone or discourage the merger with Gartner or any other transactions contemplated by the merger agreement with Gartner.

Q: What will happen if I fail to vote or I abstain from voting?

A: Your failure to vote, or failure to instruct your broker, bank or nominee to vote, or abstention from voting, will have the same effect as a vote against the proposal to adopt the merger agreement, but will have no effect on the adjournment proposal or the merger-related named executive officer compensation proposal.

Q: What constitutes a quorum?

A: If a majority of the shares outstanding and entitled to vote on the record date are present, either in person or by proxy, CEB will have a quorum at the meeting. Any shares represented by proxies that are marked FOR, AGAINST, or ABSTAIN from voting on a proposal will be counted as present in determining whether CEB has a quorum. If a broker, bank, custodian, nominee, or other record holder of CEB common stock indicates on a proxy card that it does not have discretionary authority to vote certain shares on a particular matter, and if it has not received instructions from the beneficial owners of such shares as to how to vote on such matters, the shares held by that record holder will not be voted on such matter, which we refer to as broker non-votes, but will be counted as present for purposes of determining whether CEB has a quorum. Since there were 32,055,939 shares of common stock outstanding on the record date, the presence of holders of 16,027,970 shares will represent a quorum. CEB must have a quorum to conduct the meeting.

Q: Can I change my vote after I have returned a proxy or voting instruction card?

A: Yes. You may change your vote at any time before voting takes place at the special meeting. You may change your vote in one of five ways:

You may deliver another proxy card to CEB Inc., ATTN: Corporate Secretary, 1919 North Lynn Street, Arlington, VA 22209, with a written notice dated later than the proxy you want to revoke stating that the proxy is revoked.

You may complete and send in another proxy card or voting instruction form with a later date.

You may vote again over the Internet or by telephone prior to 1:00 a.m. EDT on _____, 2017.

You may attend the meeting and vote in person.

For shares you hold beneficially or in street name, you may change your vote by submitting a later dated voting instruction form to your broker or other nominee or fiduciary, or if you obtained a legal proxy form giving you the right to vote your shares, by attending the meeting and voting in person.

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Q: What should I do if I receive more than one set of voting materials?

A: If you receive more than one proxy card or instruction form, it means that you have multiple accounts with CEB's transfer agent and/or broker or other nominee or fiduciary or you may hold your shares in different ways or in multiple names (*e.g.*, joint tenancy, trusts and custodial accounts). Please vote all of your shares.

Q: How does the CEB board recommend that I vote?

A: The CEB board recommends that holders of CEB common stock vote **FOR** the proposal to adopt the merger agreement, **FOR** the merger-related named executive officer compensation proposal and **FOR** the adjournment proposal.

Q: What vote is required to adopt each proposal?

A: The proposal to adopt the merger agreement requires the affirmative vote of record holders of a majority of the outstanding shares of CEB common stock entitled to vote on the proposal.

The adjournment proposal and the (non-binding) advisory vote on the merger-related named executive officer compensation proposal each requires the affirmative vote of record holders of a majority of the shares of CEB common stock voting affirmatively or negatively on the proposal present or represented by proxy at the special meeting.

Q: What happens if I sell my shares after the record date but before the special meeting?

A: The record date of the special meeting is earlier than the date of the special meeting and the date that the merger is expected to be consummated. If you transfer your shares of CEB common stock after the record date but before the date of the special meeting, you will retain your right to vote at the special meeting (provided that such shares remain outstanding on the date of the special meeting), but you will not have the right to receive the merger consideration to be received by CEB stockholders in the merger. In order to receive the merger consideration, you must hold your shares through the consummation of the merger.

Q: Where can I find the voting results of the special meeting?

A: The preliminary voting results will be announced at the special meeting. In addition, within four (4) business days following certification of the final voting results, CEB intends to file the final voting results with the SEC on a Current Report on Form 8-K.

Q: What will I receive if the merger is consummated?

A: If the merger is consummated, each share of CEB common stock issued and outstanding immediately prior to the consummation of the merger, except for (i) shares of CEB common stock as to which the holders thereof have not voted in favor of the merger or consented to the merger in writing and have demanded appraisal for such shares in accordance with Section 262 of the Delaware General Corporation Law, which we refer to as the DGCL, and have not effectively withdrawn or lost their rights to appraisal and (ii) shares of CEB common stock owned by CEB as treasury stock or owned by Gartner or Merger Sub, will be converted into the right to receive, less any applicable withholding taxes, (a) \$54.00 in cash and (b) 0.2284 of a share of Gartner common stock. CEB stockholders will not receive any fractional shares of Gartner common stock and will instead receive cash in lieu of any such fractional shares of Gartner common stock.

Q: What is the value of the per share consideration?

A: The exact value of the per share consideration that CEB stockholders will receive will depend on the price per share at which Gartner common stock trades at the effective time of the merger. Such price will not be

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known at the time of the CEB special meeting and may be less than the current price or the price at the time of the CEB special meeting. Based on the closing stock price of Gartner common stock on The New York Stock Exchange, which we refer to as the NYSE, on January 4, 2017, the last trading day before public announcement of the merger, of \$101.79, and assuming that the price of Gartner common stock at the time of the merger is the same as it was on January 4, 2017, the value of the per share consideration would be \$77.25 for each share of CEB common stock. The market prices of shares of Gartner common stock and CEB common stock are subject to fluctuation, and the price of Gartner's common stock at the time of the merger may be higher or lower than it was on January 4, 2017, on the date of this proxy statement/prospectus or on the date of the CEB special meeting. We urge you to obtain current market quotations of Gartner common stock and CEB common stock. See the sections entitled *Where You Can Find More Information* beginning on page 133 of this proxy statement/prospectus and *Comparative Per Share Market Price and Dividend Information* beginning on page 16 of this proxy statement/prospectus.

Q: How will I receive the merger consideration to which I am entitled?

A: After receiving the proper documentation from you, Gartner's exchange agent will forward to you the cash and the shares of Gartner common stock to which you are entitled. More information on the documentation you are required to deliver to Gartner's exchange agent may be found under the section entitled *The Merger Exchange of Shares in the Merger* beginning on page 75 of this proxy statement/prospectus. CEB stockholders will not receive any fractional shares of Gartner common stock and will instead receive cash in lieu of any such fractional shares of Gartner common stock.

Q: What will holders of CEB restricted share units receive in the merger?

A: Immediately prior to the effective time of the merger, each then-outstanding restricted share unit payable in shares of CEB common stock, which we refer to as a CEB RSU, (i) that is vested, (ii) that will vest as a result of the consummation of the merger or (iii) that is held by any non-employee member of the CEB board will vest, to the extent such CEB RSU is not already vested, and be settled into shares of CEB common stock, with such shares entitled to receive the cash and Gartner common shares on the same terms as all other shares of CEB common stock in the merger.

Immediately prior to the effective time of the merger, each then-outstanding CEB RSU that is subject to performance-based vesting conditions, which we refer to as a CEB PSU, will vest and be settled into shares of CEB common stock assuming the achievement of performance goals at target performance, with such shares entitled to receive cash and Gartner common shares on the same terms as all other shares of CEB common stock in the merger.

Immediately prior to the effective time of the merger, each then-outstanding CEB RSU that does not vest as set forth above at the effective time of the merger, will be assumed by Gartner and converted into a restricted share unit payable in a number of shares of Gartner common stock, rounded up to the nearest whole share, equal to the product of (i) the applicable number of shares of CEB common stock subject to such award multiplied by (ii) the Stock Award Exchange Ratio, which we define below. Such converted CEB RSUs, which we refer to as Converted CEB RSUs, will have the same terms and conditions (including the terms and conditions relating to vesting and the achievement of any applicable performance goals) as were applicable under such CEB RSU immediately prior to the effective time of the merger; except that Converted CEB RSUs held by certain CEB employees (including Ms. Jones and Mr. Lindahl) will

be adjusted prior to the merger such that, in addition to any accelerated vesting provisions already applicable to such CEB RSUs (including as described with respect to Mr. Lindahl and Ms. Jones in this proxy statement/prospectus), they accelerate and vest (i) as to 100% of the award, for Converted CEB RSUs that were granted to such employee prior to 2017, upon such employee's voluntary resignation during the one-year period following the effective time of the merger and (ii) as to 25% of the award for Converted CEB RSUs that were granted to such employee in 2017, upon such employee's voluntary resignation more than 90 days after the consummation of the merger but prior to the one-year anniversary of the merger. For this purpose,

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the Stock Award Exchange Ratio means the sum of 0.2284 and a fraction resulting from dividing \$54.00 by the closing price per share of Gartner common stock on the last trading day immediately prior to the closing of the merger.

Q: Will I be subject to U.S. federal income tax upon the exchange of shares of CEB common stock for the merger consideration?

A: If you are a U.S. Holder (as defined in the section entitled *The Merger Material U.S. Federal Income Tax Consequences of the Merger* beginning on page 70 of this proxy statement/prospectus), the exchange of your shares of CEB common stock for cash and shares of Gartner common stock in the merger will be a taxable transaction for U.S. federal income tax purposes, which generally will require you to recognize gain or loss for U.S. federal income tax purposes in an amount equal to the difference, if any, between (1) the sum of the amount of cash and the fair market value of the shares of Gartner common stock you receive in the merger and (2) your adjusted tax basis in the shares of CEB common stock exchanged in the merger.

If you are a Non-U.S. Holder (as defined in the section entitled *The Merger Material U.S. Federal Income Tax Consequences of the Merger* beginning on page 70 of this proxy statement/prospectus), you generally will not be subject to U.S. federal income tax with respect to the exchange of shares of CEB common stock for cash and shares of Gartner common stock in the merger unless you have certain connections to the United States. A Non-U.S. Holder may be subject to backup withholding with respect to payments made pursuant to the merger unless such holder certifies that it is not a U.S. person or otherwise establishes an exemption.

Because particular circumstances may differ, we recommend that you consult your own tax advisor to determine the U.S. federal income tax consequences to you relating to the merger in light of your own particular circumstances and the consequences to you under U.S. federal tax laws other than income tax laws, or the laws of any state, local or non-U.S. taxing jurisdiction. A more complete description of material U.S. federal income tax consequences of the merger is provided in the section entitled *The Merger Material U.S. Federal Income Tax Consequences of the Merger* beginning on page 70 of this proxy statement/prospectus.

Q: What happens if the merger is not consummated?

A: If the merger agreement is not adopted by CEB's stockholders or if the merger is not consummated for any other reason, you will not receive any payment for your shares in connection with the merger. Instead, CEB will remain an independent public company and CEB common stock will continue to be listed and traded on the NYSE. Under specified circumstances, we may be required to pay to Gartner, or be entitled to receive from Gartner, a fee with respect to the termination of the merger agreement, as described under *The Merger The Merger Agreement Expenses and Termination Fees* beginning on page 90 of this proxy statement/prospectus.

Q: What will happen if CEB stockholders do not approve by non-binding, advisory vote, compensation that may be paid or become payable to CEB's named executive officers that is based on, or otherwise relates to, the merger?

- A: Approval by non-binding advisory vote of the compensation that may be paid or become payable to CEB's named executive officers that is based on, or otherwise relates to, the merger is not a condition to consummation of the merger. The vote is advisory and will not be binding on CEB or the surviving company in the merger. If the merger is consummated, the merger-related compensation may be paid to CEB's named executive officers to the extent p