

Broeders Henk
Form 4
September 05, 2017

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Broeders Henk

2. Issuer Name and Ticker or Trading Symbol
FORRESTER RESEARCH, INC.
[FORR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
08/31/2017

Director 10% Owner
 Officer (give title below) Other (specify below)

C/O FORRESTER RESEARCH, INC., 60 ACORN PARK DRIVE

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

CAMBRIDGE, MA 02140

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Common Stock | 08/31/2017 | | M | A | 8,568 | \$ 23.41 | 26,030 D |
| Common Stock | 08/31/2017 | | M | A | 8,801 | \$ 31.96 | 34,831 D |
| Common Stock | 08/31/2017 | | S | D | 17,369 | \$ 41 | 17,462 D |
| Common Stock | 09/01/2017 | | F | D | 114 ⁽¹⁾ | \$ 40.6 | 17,348 D |
| Common Stock | 09/01/2017 | | M ⁽²⁾ | A | 2,661 | \$ 0 | 20,009 D |

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| | | | | | | | |
|--------------|------------|---|--------------------|---|----------|--------|---|
| Common Stock | 09/01/2017 | F | 397 ⁽³⁾ | D | \$ 40.6 | 19,612 | D |
| Common Stock | 09/05/2017 | M | 100 | A | \$ 31.96 | 19,712 | D |
| Common Stock | 09/05/2017 | S | 100 | D | \$ 41 | 19,612 | D |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title | Amount or Number of Shares |
| Non-Qualified Stock Option (Right to Buy) | \$ 23.41 | 08/31/2017 | | M | 8,568 | 05/12/2013 05/11/2019 | common stock | 8,568 |
| Non-Qualified Stock Option (Right to Buy) | \$ 31.96 | 08/31/2017 | | M | 8,801 | 05/11/2014 05/10/2020 | common stock | 8,801 |
| Restricted Stock Units | \$ 0 ⁽⁴⁾ | 09/01/2017 | | M | 843 | ⁽⁵⁾ ⁽⁵⁾ | common stock | 843 |
| Restricted Stock Units | \$ 0 ⁽⁴⁾ | 09/01/2017 | | M | 926 | ⁽⁷⁾ ⁽⁷⁾ | common stock | 926 |
| Restricted Stock Units | \$ 0 ⁽⁴⁾ | 09/01/2017 | | M | 892 | ⁽⁸⁾ ⁽⁸⁾ | common stock | 892 |
| Non-Qualified Stock Option (Right to Buy) | \$ 31.96 | 09/05/2017 | | M | 100 | 05/11/2014 05/10/2020 | common stock | 100 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Broeders Henk C/O FORRESTER RESEARCH, INC. 60 ACORN PARK DRIVE CAMBRIDGE, MA 02140 | X | | | |

Signatures

| | |
|--|------------|
| Maite Garcia attorney-in-fact for Henk Broeders | 09/05/2017 |
| <u> </u> **Signature of Reporting Person | Date |

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- Represents shares withheld by the Issuer to satisfy tax withholding obligations upon the vesting on September 1, 2017 of the restricted
- (1) stock units awarded to the reporting person on June 1, 2017. The award includes a provision for the withholding of shares by the Issuer to satisfy withholding taxes due as a result of the vesting of the award.
 - (2) Represents the conversion, upon vesting, of restricted stock units into common stock.
- Represents shares withheld by the Issuer to satisfy tax withholding obligations upon the vesting on September 1, 2017 of the restricted
- (3) stock units awarded to the reporting person on May 1, 2014, May 12, 2015 and May 17, 2016. The award includes a provision for the withholding of shares by the Issuer to satisfy withholding taxes due as a result of the vesting of the award.
 - (4) Each Restricted Stock Unit represents the right to receive, following vesting, one share of Forrester Research, Inc. common stock.
- On May 13, 2014, the reporting person was granted 3374 RSUs, vesting in four equal annual installments beginning on the first
- (5) anniversary of the grant date. Effective September 1, 2017, the Compensation and Nominating Committee accelerated the vesting of 843 RSUs in connection with the reporting person's resignation from the Company's board of directors.
 - (6) Each Restricted Stock Unit is the equivalent of one share of Forrester Research, Inc. common stock.
- On May 12, 2015, the reporting person was granted 3703 RSUs, vesting in four equal annual installments beginning on the first
- (7) anniversary of the grant date. Effective September 1, 2017, the Compensation and Nominating Committee accelerated the vesting of 926 RSUs in connection with the reporting person's resignation from the Company's board of directors.
 - (8) On May 17, 2016, the reporting person was granted 3569 RSUs, vesting in four equal annual installments beginning on the first anniversary of the grant date. Effective September 1, 2017, the Compensation and Nominating Committee accelerated the vesting of 892 RSUs in connection with the reporting person's resignation from the Company's board of directors.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.