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GARTNER INC
Form 8-K
March 07, 2005

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(D) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported)

MARCH 3, 2005

GARTNER, INC.

(Exact name of registrant as specified in its charter)

DELAWARE	1-14443	04-3099750
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(State or Other Jurisdiction of Incorporation)	Commission File Number)	(IRS Employer (Identification No.)

P.O. BOX 10212
56 TOP GALLANT ROAD
STAMFORD, CT 06902-7747
(Address of Principal Executive Offices, including Zip Code)

(203) 316-1111
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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ITEM 1.01. ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT

On March 3, 2005, Gartner, Inc. ("Gartner") entered into a First Amendment to the Credit Agreement, dated as of August 12, 2004, among Gartner, the several lenders from time to time parties, and JPMorgan Chase Bank, N.A. as administrative agent (the "Amendment"). The Amendment modified the definition of Consolidated EBITA to allow Gartner to add back the amounts of certain cash charges to the calculation of Consolidated EBITA.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

(C) EXHIBITS

EXHIBIT NO. -----	DESCRIPTION -----
4.1	First Amendment, dated as of March 3, 2005, to the Credit Agreement, dated as of August 12, 2004, among Gartner, the several lenders from time to time parties, and JPMorgan Chase Bank, N.A. as administrative agent.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

GARTNER, INC.

By: /s/ Christopher Lafond

Christopher Lafond
Executive Vice President,
Chief Financial Officer

Date: March 7, 2005

EXHIBIT INDEX

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