

GARTNER INC  
Form 8-K  
February 12, 2016

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)

February 8, 2016

**GARTNER, INC.**

(Exact name of registrant as specified in its charter)

**DELAWARE**

(State or Other Jurisdiction of Incorporation)

**1-14443**

(Commission File Number)

**04-3099750**

(IRS Employer  
Identification No.)

P.O. Box 10212

56 Top Gallant Road

Stamford, CT 06902-7700

(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))

ITEM 5.02. COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS.

On February 8, 2016, the Compensation Committee of the Board of Directors of Gartner, Inc. (the “Company” or “Gartner”) approved the following compensatory arrangements for the Company’s principal executive officer (Eugene A. Hall); principal financial officer (Craig W. Safian); and named executive officers (as most recently set forth in the Company’s 2015 proxy statement dated April 14, 2015) who presently serve as executive officers of the Company (Alwyn Dawkins - senior vice president, events and Per Anders Waern - senior vice president, consulting) (collectively, Messrs. Hall, Safian, Dawkins and Waern are referred to herein as the “Officers”) as follows:

**2016 Executive Performance Bonus Plan.**

The Compensation Committee approved and made Gartner’s 2016 Executive Performance Bonus Plan award and established 2016 target bonus amounts that may be earned by Messrs. Hall, Safian, Dawkins and Waern of \$953,607; \$360,500; \$315,982; and \$315,982, respectively. These target bonus amounts (100%) will be adjusted from 0% to 200% of target based upon achievement of the performance metrics set by the Compensation Committee relating to 2016 EBITDA (50%) and Total Contract Value (TCV) measured at December 31, 2016 (50%), and certification of such achievement by the Compensation Committee in February 2017. The target amounts represent 105% of base salary for Mr. Hall and 70% of base salary for each of Messrs. Safian, Dawkins and Waern.

**2016 Long - Term Incentive Award.**

The Compensation Committee approved and made 2016 annual long-term incentive equity awards to the Officers under our stockholder-approved 2014 Long-Term Incentive Plan consisting of Stock Appreciation Rights (SARs) and Performance Stock Units (PSUs) as follows:

| <b>Name</b>      | <b>Number of SARs</b> | <b>Target Number of PSUs*</b> |
|------------------|-----------------------|-------------------------------|
| Eugene A. Hall   | 145,703               | 70,057                        |
| Craig Safian     | 25,977                | 12,490                        |
| Alwyn Dawkins    | 21,675                | 10,422                        |
| Per Anders Waern | 21,675                | 10,422                        |

\* Adjusted as described in the narrative below

*Stock Appreciation Rights.* The Stock Appreciation Rights Agreements provide for the grant of a number of stock appreciation rights that will be paid in shares of Gartner common stock once the applicable vesting criteria have been met. Assuming continued service through each vesting date, the SARs vest in four equal annual installments

commencing February 8, 2017 and expire 7 years from grant. Upon exercise of the SARs, the Officer must pay a purchase price per share equal to the value of Gartner's common stock on the date of grant (\$80.06), or the Officer may settle the SARs by allowing the Company to withhold a sufficient number of shares that is equal in value to the aggregate exercise price. The Company will withhold a portion of the shares subject to the grant to cover applicable tax withholding.

*Performance Units.* The Performance Stock Unit Agreements provide for the grant of a target number of PSUs that will be paid in shares of Gartner common stock once the applicable vesting criteria have been met. The actual number of PSUs granted depends upon achievement of a performance metric set by the Compensation Committee relating to Gartner's TCV measured at December 31, 2016. The target number of PSUs will be adjusted from 0% and 200% of target based upon achievement of the performance metric, and

certification of such achievement by the Compensation Committee in February 2017. Assuming continued service through each vesting date, the PSUs, as adjusted, will vest in four equal annual installments commencing February 8, 2017. The Company will withhold a portion of the shares subject to the grant to cover applicable tax withholding.

*Stockholder Rights.* SAR and PSU recipients do not have stockholder rights, including voting rights and the right to receive dividends and distributions, until after actual shares of Gartner common stock are released upon exercise or vesting.

The Forms of 2016 Stock Appreciation Right Agreement and 2016 Performance Stock Unit Agreement are attached hereto as Exhibit 10.1 and Exhibit 10.2, respectively, and are incorporated by reference herein.

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.**

(d)

**Exhibits**

| EXHIBIT NO. | DESCRIPTION                                     |
|-------------|---|
| 10.1        | Form of 2016 Stock Appreciation Right Agreement |
| 10.2        | Form of 2016 Performance Stock Unit Agreement   |

**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.

Date: February 12, 2016 By: /s/ Craig W. Safian  
Craig W. Safian

Senior Vice President, Chief Financial Officer

**EXHIBIT INDEX**

EXHIBIT NO. DESCRIPTION

10.1 Form of 2016 Stock Appreciation Right Agreement

10.2 Form of 2016 Performance Stock Unit Agreement