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GARTNER INC
Form 10-K/A
April 01, 2003

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

FORM 10-K/A
AMENDMENT NO. 1

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934

FOR THE FISCAL YEAR ENDED SEPTEMBER 30, 2002

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OF 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934

COMMISSION FILE NUMBER 0-14443

GARTNER, INC.

(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

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

P.O. BOX 10212
56 TOP GALLANT ROAD
STAMFORD, CT
(Address of principal executive
offices)

06904-2212
(Zip Code)

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

Securities Registered Pursuant to Section 12(b) of the Act:

| TITLE OF CLASS ----- | NAME OF EACH EXCHANGE ON WHICH REGISTERED ----- |
|--|---|
| Common Stock, Class A, \$.0005 Par Value | New York Stock Exchange |
| Common Stock, Class B, \$.0005 Par Value | New York Stock Exchange |

Securities Registered Pursuant to Section 12(g) of the Act:

None.

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. YES NO

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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The aggregate market value of the voting stock held by persons other than those who may be deemed affiliates of the Registrant, as of November 29, 2002, was approximately \$794.1 million. This calculation does not reflect a determination that persons are affiliates for any other purposes.

The number of shares outstanding of the registrant's capital stock as of November 29, 2002 was 51,747,492 shares of Common Stock, Class A and 30,189,028 shares of Common Stock, Class B.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Definitive Proxy Statement for the 2003 Annual Meeting of Stockholders of the Registrant currently scheduled to be held on February 13, 2003 are incorporated by reference into Part III of this Report.

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INTRODUCTORY NOTE

THIS AMENDMENT NO. 1 ON FORM 10-K/A (THE "AMENDMENT") IS BEING FILED SOLELY FOR THE PURPOSE OF INCLUDING THE CERTIFICATIONS REQUIRED BY 18. U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002, AS ADDITIONAL EXHIBIT 99.1 AND ADDITIONAL EXHIBIT 99.2 TO THE FORM 10-K FOR THE FISCAL YEAR ENDED SEPTEMBER 30, 2002 OF GARTNER, INC. AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON DECEMBER 27, 2002 (THE "10-K"). EXCEPT AS SET FORTH IN THE PRECEDING SENTENCE, THIS AMENDMENT DOES NOT REFLECT EVENTS OCCURRING AFTER THE FILING OF THE 10-K, OR MODIFY OR UPDATE THE DISCLOSURES THEREIN IN ANY WAY.

ITEM 15. EXHIBITS, CONSOLIDATED FINANCIAL STATEMENT SCHEDULES AND REPORTS ON FORM 8-K.

(a) 1. and 2. Consolidated Financial Statements and Schedules

The independent auditors' report, consolidated financial statements and financial statement schedule listed in the Index to Consolidated Financial Statements and Schedule on page 25 hereof are filed as part of this report, beginning on page 26 hereof.

All other financial statement schedules not listed in the Index have been omitted because the information required is not applicable or is shown in the financial statements or notes thereto.

3. Exhibits

| EXHIBIT NUMBER ----- | DESCRIPTION OF DOCUMENT ----- |
|----------------------------|---|
| 3.1a(6) | Amended and Restated Certificate of Incorporation-July 16, 1999. |
| 3.1b(7) | Certificate of Amendment of the Restated Certificate of Incorporation-February 1, 2001. |
| 3.1c(4) | Certificate of Designation, Preferences and Rights of Series A Junior Participating Preferred Stock and Series B Junior Participating Preferred Stock |

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of the Company-March 1, 2000.

- 3.2(6) Amended Bylaws, as amended through April 14, 2000.
- 4.1(7) Form of Certificate for Common Stock, Class A-as of February 2001.
- 4.2(7) Form of Certificate for Common Stock, Class B-as of February 2001.
- 4.3** Amended and Restated Rights Agreement, dated as of August 31, 2002, between the Company and Mellon Investor Services LLC, as Rights Agent, with related Exhibits.
- 4.4a(7) Amended and Restated Credit Agreement dated July 17, 2000 by and among the Company and certain financial institutions, including Chase Manhattan Bank in its capacity as a lender and as agent for the lenders.
- 4.4b** Amendment No. 3 to the Amended and Restated Credit Agreement dated as of May 30, 2002
- 10.1(1) Form of Indemnification Agreement.
- 10.2a(5) Securities Purchase Agreement dated as of March 21, 2000 between the Company, Silver Lake Partners, L.P., Silver Lake Technology Investors, L.L.C. and other parties thereto.
- 10.2b(5) Amendment to the Securities Purchase Agreement dated as of April 17, 2000 between the Company, Silver Lake Partners, L.P., Silver Lake Technology Investors, and the other parties thereto.
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- 10.2c(7) Letter Agreement dated September 6, 2001 relating to the Securities Purchase Agreement and 6% Convertible Junior Subordinated Promissory Notes.
- 10.2d** Form of Amended and Restated 6% Convertible Junior Subordinated Promissory Note due April 17, 2005
- 10.2e** Amended and Restated Securityholders Agreement dated as of July 12, 2002 among the Company, Silver Lake Partners, L.P. and other parties thereto
- 10.3a(2) Lease dated December 29, 1994 between Soundview Farms and the Company for premises at 56 Top Gallant Road, 70 Gatehouse Road, and 88 Gatehouse Road, Stamford, Connecticut.
- 10.3b(3) Lease dated May 16, 1997 between Soundview Farms and the Company for premises at 56 Top Gallant Road, 70 Gatehouse Road, 88 Gatehouse Road and 10 Signal Road, Stamford, Connecticut (amendment to lease dated December 29, 1994, see exhibit 10.3a).
- 10.4(6)+ 1993 Director Stock Option Plan as amended and restated on April 14, 2000.

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| | |
|------------|---|
| 10.5(9)+ | 2002 Employee Stock Option Plan |
| 10.6(3)+ | 1994 Long Term Stock Option Plan, as amended and restated on October 12, 1999. |
| 10.7(3)+ | 1998 Long Term Stock Option Plan, as amended and restated on October 12, 1999. |
| 10.8(3)+ | 1996 Long Term Stock Option Plan, as amended and restated on October 12, 1999. |
| 10.9**+ | Employment Agreement between Michael D. Fleisher and the Company as of October 1, 2002. |
| 10.10(6)+ | Employment Agreement between Regina M. Paolillo and the Company as of July 1, 2000. |
| 10.11**+ | Employment Agreement between Maureen O'Connell and the Company dated as of October 15, 2002 and effective as of September 23, 2002. |
| 10.12a(6)+ | Employment Agreement between Robert E. Knapp and the Company dated as of August 7, 2000. |
| 10.12b(7)+ | Addendum No. 1 to Employment Agreement between Robert E. Knapp and the Company as of February 1, 2001. |
| 10.13(8)+ | Employment Agreement between Steven Tait and the Company dated as of June 15, 2001. |
| 21.1** | Subsidiaries of Registrant. |
| 23.1** | Independent Auditors' Consent. |
| 24.1 | Power of Attorney (see Signature Page). |

Additional Exhibits

| | |
|-----------|---|
| 99.1(10)* | Certification of Chief Executive Officer pursuant to 18 U.S.C 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |
|-----------|---|

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| 99.2(10)* | Certification of Chief Financial Officer pursuant to 18 U.S.C. 1350 as adopted pursuant to Section 906 the Sarbanes-Oxley Act of 2002. |
|-----------|--|

* Filed with this document.

** Filed with 10-K filed on December 27, 2002.

+ Management compensation plan or arrangement.

-
- (1) Incorporated by reference from the Company's Registration Statement on Form S-1 (File No. 33-67576), as amended, effective October 4, 1993.
 - (2) Incorporated by reference from the Company's Annual Report on Form 10-K as filed on December 21, 1995.
 - (3) Incorporated by reference from the Company's Annual Report on Form 10-K

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filed on December 22, 1999.

- (4) Incorporated by reference from the Company's Form 8-K dated March 1, 2000 as filed on March 7, 2000.
- (5) Incorporated by reference from the Company's Form 8-K dated April 17, 2000 as filed on April 25, 2000.
- (6) Incorporated by reference from the Company's Annual Report on Form 10-K as filed on December 29, 2000.
- (7) Incorporated by reference from the Company's Annual Report on Form 10-K as filed on December 28, 2001.
- (8) Incorporated by reference from the Company's Form 10-Q as filed on February 13, 2002.
- (9) Incorporated by reference from the Company's Form S-8 as filed on June 26, 2002.
- (10) This document is being furnished in accordance with SEC Release Nos. 33-8182 and 34-47551.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has caused this Amendment No. 1 to Report on Form 10-K to be signed on its behalf by the undersigned, duly authorized, in Stamford, Connecticut, on April 1, 2003.

Gartner, Inc.

Date: April 1, 2003

By: /s/ MAUREEN E. O'CONNELL

 Maureen E. O'Connell
 Executive Vice President Corporate
 Services and Chief Financial Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this Amendment No. 1 has been signed by the following persons on behalf of the registrant and in the capacities and on the dates indicated:

| NAME | TITLE | DATE |
|--|--|---------------|
| /s/ MICHAEL D. FLEISHER* ----- Michael D. Fleisher | Director and Chairman of the Board, Chief Executive Officer and President (Principal Executive Officer) | April 1, 2003 |
| /s/ MAUREEN E. O'CONNELL ----- | Executive Vice President Corporate Services and Chief Financial | April 1, 2003 |

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| | | |
|----------------------------|--|---------------|
| Maureen E. O'Connell | Officer (Principal Financial and Accounting Officer) | |
| /s/ ANNE SUTHERLAND FUCHS* | Director | April 1, 2003 |
| ----- | | |
| Anne Sutherland Fuchs | | |
| /s/ WILLIAM O. GRABE* | Director | April 1, 2003 |
| ----- | | |
| William O. Grabe | | |
| /s/ MAX D. HOPPER* | Director | April 1, 2003 |
| ----- | | |
| Max D. Hopper | | |
| /s/ GLENN HUTCHINS* | Director | April 1, 2003 |
| ----- | | |
| Glenn Hutchins | | |
| /s/ STEPHEN G. PAGLIUCA* | Director | April 1, 2003 |
| ----- | | |
| Stephen G. Pagliuca | | |
| /s/ JAMES C. SMITH* | Director | April 1, 2003 |
| ----- | | |
| James C. Smith | | |

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| NAME | TITLE | DATE |
|--------------------------|----------|---------------|
| /s/ DAVID J. ROUX* | Director | April 1, 2003 |
| ----- | | |
| David J. Roux | | |
| /s/ DENNIS G. SISCO* | Director | April 1, 2003 |
| ----- | | |
| Dennis G. Sisco | | |
| /s/ MAYNARD G. WEBB, JR* | Director | April 1, 2003 |
| ----- | | |
| Maynard G. Webb, Jr. | | |

* Signed by Maureen E. O'Connell as attorney-in-fact, pursuant to Power of Attorney dated December 27, 2002.

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CERTIFICATION PURSUANT TO
RULE 13A-14 OF THE SECURITIES EXCHANGE ACT OF 1934
AS ADOPTED PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

(1) I have reviewed this Amendment No. 1 to Annual Report on Form 10-K of Gartner, Inc. (the "Amended 10-K");

(2) Based on my knowledge, this Amended 10-K does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this Amended 10-K;

(3) Based on my knowledge, the financial statements, and other financial information included in this Amended 10-K, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this Amended 10-K;

(4) The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and have:

- a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this Amended 10-K is being prepared;
- b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this Amended 10-K (the "Evaluation Date"); and
- c) presented in this Amended 10-K our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;

(5) The registrant's other certifying officers and I have disclosed, based on my most recent evaluation, to the registrant's auditors and the audit committee of the registrant's board of directors:

- a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and
- b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and

(6) The registrant's other certifying officers and I have indicated in this Amended 10-K whether there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

/s/ Michael D. Fleisher

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Michael D. Fleisher
Chief Executive Officer
April 1, 2003

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CERTIFICATION PURSUANT TO
RULE 13A-14 OF THE SECURITIES EXCHANGE ACT OF 1934
AS ADOPTED PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

(1) I have reviewed this Amendment No. 1 to Annual Report on Form 10-K of Gartner, Inc. (the "Amended 10-K");

(2) Based on my knowledge, this Amended 10-K does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this Amended 10-K;

(3) Based on my knowledge, the financial statements, and other financial information included in this Amended 10-K, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this Amended 10-K;

(4) The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and have:

- a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this Amended 10-K is being prepared;
- b) evaluated the effectiveness of the registrant disclosure controls and procedures as of a date within 90 days prior to the filing date of this Amended 10-K (the "Evaluation Date"); and
- c) presented in this Amended 10-K our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;

(5) The registrant's other certified officers and I have disclosed, based on my most recent evaluation, to the registrant's auditors and the audit committee of the registrant's board of directors;

- a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and
- b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and

(6) The registrant's other certifying officers and I have indicated in this Amended 10-K whether there were significant changes in internal controls or

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in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

/s/ Maureen E. O'Connell

Maureen E. O'Connell
Chief Financial Officer

April 1, 2003