GARTNER INC
Form DEF 14A
April 10, 2018

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities

Exchange Act of 1934

Filed by the Registrant [x]

Filed by a Party other than the Registrant

Check the appropriate box:

	Preliminary Proxy Statement
	Confidential, For Use of the Commission only (as permitted by Rule 14a-6(e)(2))
[x]	Definitive Proxy Statement
	Definitive Additional Materials
	Soliciting Material Pursuant to Rule 14a-12

GARTNER, INC.

(Name of Registrant as Specified in Its Charter)

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[x]	No fee required.
	Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
(1)	Title of each class of securities to which transaction applies:
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(1) Amount Previously Paid:
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(3) Filing Party:
(4) Date Filed:

April 10, 2018

Dear Stockholder:

On behalf of the Board of Directors and Management of Gartner, Inc., I invite you to attend our 2018 Annual Meeting of Stockholders to be held on Thursday, May 24, 2018, at 10 a.m. local time, at our corporate headquarters at 56 Top Gallant Road, Stamford, Connecticut.

Details of the business to be conducted at the meeting are given in the Notice of Annual Meeting of Stockholders and Proxy Statement which follow this letter. The 2017 Annual Report to Stockholders is also included with these materials.

We have mailed to many of our stockholders a Notice of Internet Availability of Proxy Materials (the "Notice") containing instructions on how to access our 2018 Proxy Statement and our 2017 Annual Report to Stockholders, and how to vote online on the three management Proposals put before you this year. The Notice also includes instructions on how to request a paper or email copy of the proxy materials, including the Notice of Annual Meeting, Proxy Statement and Annual Report, and proxy card or voting instruction card. Stockholders who previously either requested paper copies of the proxy materials or elected to receive the proxy materials electronically did not receive a Notice, and will receive the proxy materials in the format requested.

In addition, by following the e-consent instructions in the proxy card, stockholders may go paperless in future solicitations and request proxy materials electronically by email on an ongoing basis.

Your vote is important. Whether or not you plan to attend the Annual Meeting, we urge you to review the proxy materials and vote your shares, regardless of the number of shares you hold, as soon as possible. You may vote by proxy over the internet or by telephone using the instructions provided in the Notice. Alternatively, if you received paper copies of the proxy materials by mail, you can also vote by following the instructions on the proxy card or voting instruction card. Instructions regarding the three methods of voting are contained in the Notice, proxy card or voting instruction card.

If you have any questions about the meeting, please contact our Investor Relations Department at (203) 316-6537.

Sincerely,

Eugene A. Hall
Chief Executive Officer

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

Date:	Thursday, May 24, 2018
Time:	10:00 a.m. local time
Location:	56 Top Gallant Road Stamford, Connecticut 06904
Matters To Be Voted On:	(1) Election of eleven members of our Board of Directors; (2) Approval, on an advisory basis, of the compensation of our named executive officers; and (3) Ratification of the appointment of KPMG LLP as our independent registered public accounting firm for 2018.
Record Date:	March 29, 2018 – You are eligible to vote if you were a stockholder of record on this date.

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Stockholders to Be Held on May 24, 2018: We are making this Notice of Annual Meeting, this Proxy Statement and our 2017 Annual Report available on the Internet at *www.proxyvote.com* and mailing copies of these Proxy Materials to certain stockholders on or about April 10, 2018. Stockholders of record at the close of business on March 29, 2018 are entitled to notice of and to vote at the Annual Meeting.

By Order of the Board of Directors,

Jules Kaufman
Corporate Secretary

Stamford, Connecticut
April 10, 2018

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56 Top Gallant Road
Stamford, Connecticut 06904

PROXY STATEMENT

For the Annual Meeting of Stockholders to be held on May 24, 2018

GENERAL INFORMATION

The Annual Meeting and Proposals

The 2017 Annual Meeting of Stockholders of Gartner, Inc. will be held on Thursday, May 24, 2018, at 10:00 a.m. local time, for the purposes set forth in the accompanying Notice of Annual Meeting of Stockholders and described in greater detail below. This Proxy Statement and form of proxy, together with our 2017 Annual Report to Stockholders, are being furnished in connection with the solicitation by the Board of Directors of proxies to be used at the meeting and any adjournment of the meeting, and are first being made available to our stockholders on or around April 10, 2018. We will refer to your company in this Proxy Statement as "we", "us", the "Company" or "Gartner." The three proposals to be considered and acted upon at the Annual Meeting, which are described in more detail in this Proxy Statement, are:

- Election of eleven (11) nominees to our Board of Directors;
- Approval, on an advisory basis, of the compensation of our named executive officers; and
- Ratification of the appointment of KPMG LLP as our independent registered public accounting firm for the 2018 fiscal year.

Management does not intend to present any other items of business and is not aware of any matters other than those set forth in this Proxy Statement for action at the 2018 Annual Meeting of Stockholders. However, if any other matters properly come before the Annual Meeting, the persons designated by the Company as proxies may vote the shares of Common Stock they represent in their discretion.

Information Concerning Proxy Materials and the Voting of Proxies

Why is it Important to Vote?

Voting your shares is important to ensure that you have a say in the governance of the Company. Additionally, repeated failure to vote may subject your shares to risk of escheatment. For more information on escheatment laws, please visit ***www.investor.gartner.com.*** Please review the proxy materials and follow the relevant instructions to vote your shares. We hope you will exercise your rights and fully participate as a stockholder in the future of Gartner.

Why Did You Receive a Notice Regarding Availability of Proxy Materials?

Securities and Exchange Commission ("SEC") rules allow companies to furnish proxy materials to their stockholders via the Internet. This "e-proxy" process expedites stockholders' receipt of proxy materials, while significantly lowering the costs and reducing the environmental impact of our annual meeting. Accordingly, on April 10, 2018, we mailed to our stockholders (other than those who previously have requested printed proxy materials) a Notice of Internet Availability of Proxy Materials (the "Notice"). If you received a Notice, you will not receive a printed copy of the proxy materials unless you request one. The Notice provides instructions on how to access our proxy materials for the Annual Meeting on a website, how to request a printed copy of the proxy materials and how to vote your shares. We will mail printed copies of our proxy materials to those stockholders who have already elected to receive printed proxy materials.

If Your Shares Are Held in "Street Name," How Are Your Shares Voted?

If you are the beneficial owner of shares (meaning that your shares are held in the name of a bank, brokerage or other nominee; i.e., "street name" accounts), you may receive a Notice of Internet Availability of Proxy Materials from that firm containing instructions you must follow in order for your shares to be voted. Additionally, under applicable New York Stock Exchange ("NYSE") rules relating to the discretionary voting of proxies, banks, brokers and other nominees are not permitted to vote shares with respect to "non-routine" matters, such as the election of directors and the say on pay proposal presented this year without instructions from the beneficial owner, except they are able to vote without instructions on "routine" matters, such as the ratification of the appointment of an independent registered public accounting firm. Therefore, beneficial holders are advised that, if they do not timely provide instructions to their bank, broker or other nominee, their shares will not be voted in connection with Proposals One and Two, but may be voted in connection with Proposal Three. Generally, broker non-votes occur on a matter when a broker is not permitted to vote on that matter without instructions from the beneficial owner and instructions are not given.

If You Are the Holder of Record of Your Shares, How Are Your Shares Voted?

If you are the holder of record of your shares, you will either receive a Notice or printed proxy materials if you have already elected to receive printed materials. The Notice will contain instructions you must follow to vote your shares. If you received proxy materials in paper form, the materials include a proxy card instructing the holder of record how to vote the shares.

How Can You Get Electronic Access to Proxy Materials?

The Notice provides instructions regarding how to view our proxy materials for the Annual Meeting online. Additionally, materials are available on ***www.proxyvote.com*** and have available your 12-digit Control number(s) located on your Notice.

How Can You Request Paper or Email Copies of Proxy Materials?

If you received a Notice by mail, you will not receive a printed copy of the proxy materials. If you want to receive paper or email copies of the proxy materials, you must request them. There is no charge for requesting a copy. To facilitate timely delivery, please make your request on or before May 10, 2018. To request paper or email copies, stockholders can go to www.proxyvote.com, call 1-800-579-1639 or send an email to sendmaterial@proxyvote.com. Please note that if you request materials by email, send a blank email with your 12-digit Control number(s) (located on your Notice) in the subject line.

How Can You Sign Up to Receive Future Proxy Materials Electronically?

You have the option to receive all future proxy statements, proxy cards and annual reports electronically via email or the Internet. If you elect this option, the Company will only mail printed materials to you in the future if you request that we do so. To sign up for electronic delivery, please follow the instructions below under *How Can You Vote* to vote using the Internet and vote your shares. After submitting your vote, follow the prompts to sign up for electronic delivery.

What is "Householding"?

We have adopted "householding" procedures that allow us to deliver proxy materials more cost-effectively. If you are a beneficial owner of shares and you and other residents at your mailing address share the same last name and also own shares of common stock in an account at the same bank, brokerage, or other nominee, your nominee delivered a single Notice or set of proxy materials to your address. This method of delivery is known as householding. Householding reduces the number of mailings you receive, saves on printing and postage costs and helps the environment. Stockholders participating in householding continue to receive separate proxy cards and control numbers for voting electronically.

We will deliver promptly a separate copy of the Notice or proxy materials to a stockholder at a shared address to which a single copy was delivered. A stockholder who received a single Notice or set of proxy materials to a shared address may request a separate copy of the Notice or proxy materials be sent to him or her by contacting in writing Broadridge Financial Solutions, Inc. ("Broadridge"), Householding Department at 51 Mercedes Way, Edgewood, New York, 11717, or calling 1-800-542-1061. If you would like to opt out of householding for future deliveries of proxy materials, please contact your broker, bank or other nominee.

Beneficial owners of shares who share an address and receive multiple copies of the proxy materials but want to receive only a single copy of these materials in the future should contact their bank, brokerage or other nominee and make this request.

Who Can Vote at the Annual Meeting?

Only stockholders of record at the close of business on March 29, 2018 (the "Record Date") may vote at the Annual Meeting. As of the Record Date, there were 91,040,171 shares of our common stock, par value $.0005 per share ("Common Stock") outstanding and eligible to be voted. This amount does not include treasury shares which are not voted.

How Can You Vote?

You may vote using one of the following methods:

Ø***Internet***	You may vote on the Internet up until 11:59 PM Eastern Time on May 23, 2018 by going to the website for Internet voting on the Notice or your proxy card (***www.proxyvote.com***) and following the instructions on your screen. Have your Notice or proxy card available when you access the web page. If you vote by the Internet, you should not return your proxy card.
Ø***Telephone***	You may vote by telephone by calling the toll-free telephone number on your proxy card (**1-800-690-6903**), 24 hours a day and up until 11:59 PM Eastern Time on May 23, 2018, and following pre-recorded instructions. Have your proxy card available when you call. If you vote by telephone, you should not return your proxy card.
Ø***Mail***	If you received your proxy materials by mail, you may vote by mail by marking the enclosed proxy card, dating and signing it, and returning it in the postage-paid envelope provided or to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, N.Y. 11717.
Ø***In Person***	You may vote your shares in person by attending the Annual Meeting and submitting your proxy at the meeting. Each stockholder may appoint only one proxy holder or representative to attend the Annual Meeting on his or her behalf.

All shares that have been voted properly by an unrevoked proxy will be voted at the Annual Meeting in accordance with your instructions. If you sign and submit your proxy card, but do not give voting instructions, the shares represented by that proxy will be voted for each proposal as our Board recommends.

How to Revoke Your Proxy or Change Your Vote

A later vote by any means will cancel an earlier vote. You can revoke your proxy or change your vote before your proxy is voted at the Annual Meeting by giving written notice of revocation to: Corporate Secretary, Gartner, Inc., 56 Top Gallant Road, P.O. Box 10212, Stamford, Connecticut 06904-2212; or submitting another timely proxy by the Internet, telephone or mail; or attending the Annual Meeting to vote in person. If your shares are held in the name of a bank, broker or other holder of record, to vote at the Annual Meeting you must obtain a proxy executed in your favor from your bank, broker or other holder of record and bring it to the Annual Meeting in order to vote. Attendance at the

Annual Meeting will not, by itself, revoke your prior proxy.

How Many Votes You Have

Each stockholder has one vote for each share of our Common Stock owned on the Record Date for all matters being voted on.

Quorum

A quorum is constituted by the presence, in person or by proxy, of holders of our Common Stock representing a majority of the number of shares of Common Stock entitled to vote. Abstentions and broker non-votes (described above) will be considered present to determine a quorum.

Votes Required

Proposal One: Each nominee must receive more “FOR” votes than “AGAINST” votes to be elected. Abstentions and broker non-votes will have no effect on the outcome of the election. Any nominee who fails to achieve this threshold must tender his or her resignation from the Board pursuant to the Company’s majority vote standard.

Proposals Two and Three: The affirmative “FOR” vote of a majority of the votes cast is required to approve Proposal Two - the advisory (non-binding) approval of the Company’s executive compensation; and Proposal Three - the ratification of the appointment of KPMG LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2018. For Proposals Two and Three, abstentions have the same effect as “AGAINST” votes. Broker non-votes, if any, will have no effect on the outcome of these matters.

If any other matters are brought properly before the Annual Meeting, the persons named as proxies in the accompanying proxy card will have the discretion to vote on those matters for you. If for any reason any of the nominees is not available as a candidate for director at the Annual Meeting, the persons named as proxies will vote your proxy for such other candidate or candidates as may be nominated by the Board of Directors. As of the date of this Proxy Statement, we were unaware of any other matter to be raised at the Annual Meeting.

What Are the Recommendations of the Board?

The Board of Directors recommends that you vote:

ü ***FOR*** ***Election of the eleven nominees to our Board of Directors***
ü ***FOR*** ***Approval, on an advisory basis, of the compensation of our named executive officers***
ü ***FOR*** ***Ratification of the appointment of KPMG LLP as our independent registered public accounting firm for fiscal 2018***

Who Is Distributing Proxy Materials and Bearing the Cost of the Solicitation?

This solicitation of proxies is being made by the Board of Directors and we will bear the entire cost of this solicitation, including costs associated with mailing the Notice and related Internet access to proxy materials, the preparation, assembly, printing, and mailing of this Proxy Statement, the proxy card, and any additional solicitation material that we may provide to stockholders. Gartner will request brokerage firms, fiduciaries and custodians holding shares in their names that are beneficially owned by others to solicit proxies from these persons and will pay the costs associated with such activities. The original solicitation of proxies may be supplemented by solicitation by telephone, electronic mail and other means by our directors, officers and employees. No additional compensation will be paid to these individuals for any such services. We have also retained Georgeson LLC to assist with the solicitation of proxies at an anticipated cost of $6,500, which will be paid by the Company.

Where can I find the voting results of the Annual Meeting?

We will disclose voting results on a Form 8-K that will be filed with the SEC within four business days after the Annual Meeting, which will also be available on our investor relations website – ***www.investor.gartner.com.***

Who Can Answer Your Questions?

If you have questions about this Proxy Statement or the Annual Meeting, please call our Investor Relations Department at (203) 316-6537.

THE BOARD OF DIRECTORS

General Information about our Board of Directors

Our Board currently has eleven directors who serve for annual terms. Our CEO, Eugene A. Hall, has an employment agreement with the Company that obligates the Company to include him on the slate of nominees to be elected to our Board during the term of the agreement. See *Executive Compensation – Employment Agreements with Executive Officers* below. There are no other arrangements between any director or nominee and any other person pursuant to which the director or nominee was selected. None of our directors or executive officers is related to another director or executive officer by blood, marriage or adoption.

Each member of our Board has been nominated for re-election at the 2018 Annual Meeting. See *Proposal One – Election of Directors* on page 15. In October 2017, Eileen Serra was appointed to the Board for a term expiring at the 2018 Annual Meeting and has been recommended for election. Set forth below are the name, age, principal occupation for the last five years, public company board experience, selected additional biographical information and period of service as a director of the Company of each director, as well as a summary of each director's experience, qualifications and background which, among other factors, support their respective qualifications to continue to serve on our Board.

Michael J. Bingle, 45, director since 2004	Mr. Bingle is a Managing Partner and Managing Director of Silver Lake, a private equity firm that he joined in January 2000. Prior thereto, he was a principal with Apollo Management, L.P., a private equity firm, and an investment banker at Goldman, Sachs & Co. He is a former director of Ameritrade Holding Corporation and Virtu Financial Inc. Mr. Bingle's investing, investment banking and capital markets expertise, coupled with his extensive working knowledge of Gartner (a former Silver Lake portfolio company), its financial model and core financial strategies, provide valuable perspective and guidance to our Board and Compensation Committee.
Peter E. Bisson, 60, director since 2016	Mr. Bisson retired from McKinsey & Company, a global management consulting business, in 2016 where he last served as Director and Global Leader of the High Tech Practice. Mr. Bisson held a number of other leadership positions at McKinsey & Company, including chair of its knowledge committee, which guides the firm's knowledge investment and communication strategies, member of the firm's shareholders committee, and leader of the firm's strategy and telecommunications practices. In more than 30 years at McKinsey & Company, Mr. Bisson advised a variety of multinational public companies in the technology-based products and services industry. Mr. Bisson is also a director of ADP. Mr. Bisson's experience includes advising clients on corporate strategy and M&A, design and execution of performance improvement programs and marketing and technology development, which qualifies him to serve as a director.
Richard J. Bressler, 60, director since 2006	Mr. Bressler is President, Chief Operating Officer and Chief Financial Officer of iHeartMedia, Inc., a mass media company, which filed for bankruptcy protection under Chapter 11 of the U.S. Bankruptcy Code in March 2018, and Chief Financial Officer of Clear Channel Outdoor Holdings, Inc., an outdoor advertising company. Prior to joining iHeartMedia, he served as Managing Director of Thomas H. Lee Partners, L.P., a Boston-based private equity firm, from 2006 to July 2013. He joined Thomas H. Lee Partners from his role as Senior Executive Vice President and Chief Financial Officer of Viacom Inc., where he managed all

strategic, financial, business development and technology functions. Mr. Bressler has also served in various capacities with Time Warner Inc., including Chairman and Chief Executive Officer of Time Warner Digital Media and Executive Vice President and Chief Financial Officer of Time Warner Inc. Prior to joining Time Inc., he was a partner with the accounting firm of Ernst & Young. Mr. Bressler is currently a director of iHeartMedia, Inc., and a former director of The Nielsen Company B.V. and Warner Music Group Corp. Mr. Bressler qualifies as an audit committee financial expert, and his extensive financial and operational roles at large U.S. public companies bring a wealth of management, financial, accounting and professional expertise to our Board and Audit Committee.

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Raul E. Cesan, 70, director since 2012	Mr. Cesan is the Founder and Managing Partner of Commercial Worldwide LLC, an investment firm. Prior thereto, he spent 25 years at Schering – Plough Corporation, serving in various capacities of substantial responsibility: the President and Chief Operating Officer (from 1998 to 2001); Executive Vice President of Schering-Plough Corporation and President of Schering-Plough Pharmaceuticals (from 1994 to 1998); President of Schering Laboratories, U.S. Pharmaceutical Operations (from 1992 to 1994); and President of Schering – Plough International (from 1988 to 1992). Mr. Cesan is also a director of The New York Times Company. Mr. Cesan's extensive operational and international experiences provide valuable guidance to our Board and Compensation Committee.
Karen E. Dykstra, 59, director since 2007	Ms. Dykstra served as Chief Financial and Administrative Officer from November 2013 to July 2015, and as Chief Financial Officer from September 2012 to November 2013, of AOL, Inc. From January 2007 until December 2010, Ms. Dykstra was a Partner of Plainfield Asset Management LLC ("Plainfield"), and she served as Chief Operating Officer and Chief Financial Officer of Plainfield Direct LLC, Plainfield's business development company, from May 2006 to 2010, and as a director from 2007 to 2010. Prior thereto, she spent over 25 years with Automatic Data Processing, Inc., serving most recently as Chief Financial Officer from January 2003 to May 2006, and prior thereto as Vice President – Finance, Corporate Controller and in other capacities. Ms. Dykstra is a director of VMware, Inc. and Boston Properties, Inc., and a former director of Crane Co. and AOL, Inc. Ms. Dykstra qualifies as an audit committee financial expert, and her extensive management, financial, accounting and oversight experience provide important expertise to our Board and Audit Committee.
Anne Sutherland Fuchs, 70, director since 1999	Ms. Fuchs served as Group President, Growth Brands Division, Digital Ventures, a division of J.C. Penney Company, Inc., from November 2010 until April 2012. She also served as Chair of the Commission on Women's Issues for New York City during the Bloomberg Administration, a position she held from 2002 through 2013. Previously, Ms. Fuchs served as a consultant to companies on branding and digital initiatives, and as a senior executive with operational responsibility at LVMH Moët Hennessy Louis Vuitton, Phillips de Pury & Luxembourg and several publishing companies, including Hearst Corporation, Conde Nast, Hachette and CBS. Ms. Fuchs is also a director of Pitney Bowes Inc. Ms. Fuchs' executive management, content and branding skills plus operations expertise, her knowledge of government operations and government partnerships with the private sector, and her keen interest and knowledge of diversity, governance and executive compensation matters provide important perspective to our Board and its Governance and Compensation Committees.
William O. Grabe, 79, director since 1993	Mr. Grabe is an Advisory Director of General Atlantic LLC, a global private equity firm. Prior to joining General Atlantic in 1992, Mr. Grabe was a Vice President and Corporate Officer of IBM Corporation. Mr. Grabe is presently a director of QTS Realty Trust, Inc. and Lenovo Group Limited. He is a former director of Infotech Enterprises Limited, Compuware Corporation, iGate Computer Systems Limited (f/k/a Patni Computer Systems Ltd.) and Covisint Corporation. Mr. Grabe's extensive senior executive experience, his knowledge of business operations and his vast knowledge of the global information technology industry have made him a valued member of the Board and Governance Committee.

Eugene A. Hall, 61, director since 2004	Mr. Hall is the Chief Executive Officer of Gartner. Prior to joining Gartner as Chief Executive Officer in 2004, Mr. Hall was a senior executive at Automatic Data Processing, Inc., a Fortune 500 global technology and service company, serving most recently as President, Employers Services Major Accounts Division, a provider of human resources and payroll services. Prior to joining ADP in 1998, Mr. Hall spent 16 years at McKinsey & Company, most recently as Director. As Gartner's CEO, Mr. Hall is responsible for developing and executing on the Company's operating plan and business strategies in consultation with the Board of Directors and for driving Gartner's business and financial performance, and is the sole management representative on the Board.
Stephen G. Pagliuca, 63, director since 1990 (except for 6 months in 2009 when he entered the U.S. Senate race for Massachusetts)	Mr. Pagliuca is a Managing Director of Bain Capital Private Equity, LP, a global private equity firm, and Co-Chairman of Bain Capital, L.P. He is also a Managing Partner and an owner of the Boston Celtics basketball franchise. Mr. Pagliuca joined Bain & Company in 1982, and founded the Information Partners private equity fund for Bain Capital in 1989. Prior to joining Bain, Mr. Pagliuca worked as a senior accountant and international tax specialist for Peat Marwick Mitchell & Company in the Netherlands. Mr. Pagliuca is a former director of Burger King Holdings, Inc., HCA, Inc. (Hospital Corporation of America), Quintiles Transnational Corporation and Warner Chilcott PLC. He currently serves on the Board of Directors of Axis Bank, Ltd., Virgin Voyages and The Weather Company. Mr. Pagliuca has deep subject matter knowledge of Gartner's history, the development of its business model and the global information technology industry, as well as financial and accounting matters.
Eileen Serra, 63, director since October 2017	Ms. Serra retired from JPMorgan Chase & Co., an international financial services company, in February 2018, where she last served as a Senior Advisor focusing on strategic growth initiatives across Chase Consumer and Community Banking businesses. From 2012 to 2016, she served as the CEO of Chase Card Services. Prior to joining Chase Card Services in 2006, Ms. Serra was a Managing Director at Merrill Lynch. She was a Senior Vice President at American Express and a partner at McKinsey & Company earlier in her career. Ms. Serra has extensive operational and management experience, having held senior positions at some of the world's largest companies, which allows her to provide valuable guidance to our Board.
James C. Smith, 77, director since 2002 and Chairman of the Board since 2004	Mr. Smith was Chairman of the Board of First Health Group Corp., a national health benefits company until its sale in 2004. He also served as First Health's Chief Executive Officer from January 1984 through January 2002 and President from January 1984 to January 2001. Mr. Smith's long-time expertise and experience as the founder, senior-most executive and chairman of the board of a successful large public company provides a unique perspective and insight into management and operational issues faced by the Board, Audit Committee and our CEO. This experience, coupled with Mr. Smith's personal leadership qualities, qualify him to continue to serve as Chairman of the Board.

Majority Vote Standard

The Company has adopted a majority vote standard for the election of directors which provides that a nominee must receive more FOR votes than AGAINST votes for election as a director. Should a nominee fail to achieve this threshold, the nominee must immediately tender his or her resignation to the Chairman. The Board, in its discretion, can determine whether or not to accept the resignation.

Compensation of Directors

The Compensation Committee, in consultation with the Governance Committee, reviews all forms of independent director compensation and recommends changes, when appropriate. The Compensation and Governance Committees

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are supported in this review by Exequity, LLP. The review examines director compensation in relation to two comparator groups: Peer Group and General Industry Reference Group. The Peer Group includes the same companies used to benchmark executive pay. The General Industry Reference Group includes 100 companies with median revenues similar to that of Gartner. Regular review of the director compensation program ensures that the director compensation is reasonable, and reflects a mainstream approach to the structure of the compensation components and the method of delivery. Director compensation is primarily reviewed in relation to the Peer Group. Gartner last raised director compensation in 2013; all pay elements were increased at that time to close an identified shortfall from the median. Based on the director compensation review conducted in January 2018, Gartner’s director compensation trailed the Peer Group’s 25th percentile. As a result, an increase in the director annual equity grant from $200,000 to $240,000 was approved, effective as of the 2018 Annual Meeting. An increase in equity compensation was the only change made to director compensation in following with Gartner’s philosophy to provide more value in equity compensation than cash. The section that follows describes the director compensation program and components after this change.

Directors who are also employees receive no fees for their services as directors. Non-management directors are reimbursed for their meeting attendance expenses and receive the following compensation for their service as director:

Annual Director Retainer Fee:	$60,000 per director and an additional $100,000 for our non-executive Chairman of the Board, payable in arrears in four equal quarterly instalments, on the first business day of each quarter. These amounts are paid in common stock equivalents (“CSEs”) granted under the Company’s 2014 Long-Term Incentive Plan (“2014 Plan”), except that a director may elect to receive up to 50% of this fee in cash. The CSEs convert into Common Stock on the date the director’s continuous status as a director terminates, unless the director elects accelerated release as provided in the 2014 Plan. The number of CSEs awarded is determined by dividing the aggregate director fees owed for a quarter (other than any amount payable in cash) by the closing price of the Common Stock on the first business day following the close of that quarter.
Annual Committee Chair Fee:	$10,000 for the chair of our Governance Committee and $15,000 for the chairs of our Audit and Compensation Committees. Amounts are payable in the same manner as the Annual Director Retainer Fee.
Annual Committee Member Fee:	$7,500 for our Governance Committee members, $10,000 for our Compensation Committee members and $15,000 for our Audit Committee members. Committee chairs receive both a committee chair fee and a committee member fee. Amounts are payable in the same manner as the Annual Director Retainer Fee.
Annual Equity Grant:	$240,000 in value of restricted stock units (RSUs), awarded annually on the date of the Annual Meeting. The number of RSUs awarded is determined by dividing $240,000 by the closing price of the Common Stock on the award date. The restrictions lapse one year after grant subject to continued service as director through that date; release may be deferred at the director’s election.

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Director Compensation Table

This table sets forth compensation earned or paid in cash, and the grant date fair value of equity awards made, to our non-management directors on account of services rendered as a director in 2017. Mr. Hall receives no additional compensation for service as director.

Name	Fees Earned Or Paid ($)(1)	Stock Awards ($)(2)(3)	Total ($)
Michael J. Bingle	73,125	199,905	273,030
Peter E. Bisson	64,375	199,905	264,280
Richard J. Bressler	90,000	199,905	289,905
Raul E. Cesan	70,000	199,905	269,905
Karen E. Dykstra	75,000	199,905	274,905
Anne Sutherland Fuchs	92,500	199,905	292,405
William O. Grabe	77,500	199,905	277,405
Stephen G. Pagliuca	60,000	199,905	259,905
Eileen Serra	10,108	117,183	127,291
James C. Smith	175,000	199,905	374,905

(1) Includes amounts earned in 2017 and paid in cash and/or CSEs on account of the Annual Director Retainer Fee, Annual Committee Chair Fee and/or Annual Committee Member Fee, described above. For Ms. Serra, represents the pro rata Annual Director Retainer Fee from October 31, 2017, the date of her appointment to the board. For Messrs. Bingle and Bisson, includes their respective prorated Governance Committee member fee for 2017. Mr. Bisson replaced Mr. Bingle as a member of the Governance Committee after their re-election at the 2017 Annual Meeting on June 1, 2017. Does not include reimbursement for meeting attendance expenses.

(2) Except for Ms. Serra, represents the grant date value of an annual equity award computed in accordance with Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”) Topic 718, consisting of 1,658 RSUs that vest on June 1, 2018, one year from the date of the 2017 Annual Meeting (unless deferred release was elected), subject to continued service through that date. Accordingly, the number of RSUs awarded was calculated by dividing $200,000 by the closing price of our Common Stock on June 1, 2017 ($120.57).

(3) For Ms. Serra, represents the grant date value of an annual equity award computed in accordance with FASB ASC Topic 718, consisting of 999 RSUs that will vest on June 1, 2018, one year from the date of the 2017 Annual Meeting, subject to continued service through that date. The number of RSUs awarded was calculated by dividing $117,260 ($200,000 pro-rated from October 31, 2017, the date of her appointment to the board, to June 1, 2018) by the closing price of our Common Stock on November 15, 2017, the date of grant ($117.30).

Director Stock Ownership and Holding Period Guidelines

The Board believes directors should have a financial interest in the Company. Accordingly, each director is required to hold shares of Gartner common stock with a value of not less than five (5) times the Annual Director Retainer Fee

($60,000). Directors are required to achieve the guideline within three years of joining the Board. In the event a director has not satisfied the guideline within the three year period, he/she will be required to hold 50% of net after-tax shares received from the Company either in the form of equity awards or released CSEs until the guideline is achieved. We permit directors to apply deferred and unvested equity awards towards satisfying these requirements. As of December 31, 2017, all of our directors were in compliance with these guidelines.

CORPORATE GOVERNANCE

Gartner is committed to maintaining strong corporate governance practices.

Corporate Governance Highlights:

Ø***Independent Chairman of the Board***
Ø***Majority voting for directors***
Ø***Annual election of directors***
Ø***Annual Board and Committee performance evaluation***
Ø***Executive sessions after each Board and Committee meeting***
Ø***10 out of 11 directors are independent***
Ø***3 out of 11 directors are women***
Ø***Fully independent Board committees***
Ø***Annual director affirmation of compliance with Code of Conduct***
Ø***Annual director evaluation of CEO***

Board Principles and Practices

Our Board Principles and Practices (the "Board Guidelines") are reviewed annually and revised in light of legal, regulatory or other developments, as well as emerging best practices, by our Governance Committee and Board. The Board Guidelines, which are posted on *www.investor.gartner.com,* describe the Board's responsibilities, its role in strategic development and other matters, discussed below.

Director Independence

Our Board Guidelines require that our Board be comprised of a majority of directors who meet the criteria for independence from management set forth by the NYSE in its corporate governance listing standards.

Our committee charters likewise require that our standing Audit, Compensation and Governance/Nominating Committees be comprised only of independent directors. Additionally, the Audit Committee members must be independent under Section 10A-3 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). The Compensation Committee members must be independent under Rule 16b-3 promulgated under the Exchange Act as well as applicable NYSE corporate governance listing standards, and they must qualify as outside directors under regulations promulgated under Section 162(m) ("Section 162(m)") of the Internal Revenue Code of 1986, as amended (the "Code").

Utilizing all of these criteria, as well as all relevant facts and circumstances, the Board annually assesses the independence from management of all non-management directors and committee members by reviewing the commercial, financial, familial, employment and other relationships between each director and the Company, its auditors and other companies that do business with Gartner.

After analysis and recommendation by the Governance Committee, the Board determined that:

- all non-management directors (Michael Bingle, Peter Bisson, Richard Bressler, Raul Cesan, Karen Dykstra, Anne Sutherland Fuchs, William Grabe, Stephen Pagliuca, Eileen Serra and James Smith) are independent under the NYSE listing standards;

- our Audit Committee members (Ms. Dykstra and Messrs. Bressler and Smith) are independent under the criteria set forth in Section 10A-3 of the Exchange Act; and
- our Compensation Committee members (Ms. Fuchs and Messrs. Bingle and Cesan) are independent under the criteria set forth in Exchange Act Rule 16b-3 as well as under applicable NYSE corporate governance listing standards, and qualify as "outside directors" under Code Section 162(m) regulations.

Board Leadership Structure

The leadership of our Board of Directors rests with our independent Chairman of the Board, Mr. James C. Smith. Gartner believes that the separation of functions between the CEO and Chairman of the Board provides independent leadership of the Board in the exercise of its management oversight responsibilities, increases the accountability of the CEO and creates transparency into the relationship among executive management, the Board of Directors and the stockholders. Additionally, in view of Mr. Smith's extensive experience as a chief executive officer of a major corporation, he is able to provide an independent point of view to our CEO on important management and operational issues.

Risk Oversight

The Board of Directors, together with management, oversees risk at Gartner. The Company's strategic objectives and activities are presented by executive management to the Board and approved annually and more frequently as necessary. The Audit Committee regularly receives updates on cybersecurity matters from the Company's Chief Information Officer and discusses issues identified at its meetings.

The Risk (Internal Audit) function reports directly to the Audit Committee, and provides quarterly reports to the committee. The committee reviews the results of the internal audit annual risk assessment and the proposed internal audit plan. Subsequent quarterly meetings include an update on ongoing internal audit activities, including results of audits and any changes to the audit plan. Risk also meets with the Audit Committee in executive session on a quarterly basis.

The General Counsel, who serves as Chief Compliance Officer, also reports directly to the Audit Committee on a quarterly basis concerning the effectiveness and status of the Company's legal and ethical compliance program and initiatives, hotline activities and litigation matters.

The Company maintains internal controls and procedures over financial reporting, as well as enterprise wide internal controls, which are updated and tested annually by management and our independent registered public accounting firm. Any internal control deficiencies and the status of remediation efforts as well as any findings of the Disclosure Controls Committee are reported to the Audit Committee on a quarterly basis.

Risk Assessment of Compensation Policies and Practices

Management conducts an annual risk assessment of the Company's compensation policies and practices, including all executive, non-executive and business unit compensation policies and practices, as well as the variable compensation policies applicable to our global sales force. The results of this assessment are reported to the Compensation Committee. In 2017, management concluded, and the Compensation Committee agreed, that no Company compensation policies and practices created risks that were reasonably likely to have a material adverse effect on the Company.

Board and Committee Meetings and Annual Meeting Attendance

Our Board held seven meetings during 2017. During 2017, all of our directors attended at least 75% of the Board and committee meetings held during the periods in which such director served as a director and/or committee member. At each regular quarterly Board and committee meeting, time is set aside for the non-management directors to meet in executive session without management present. James C. Smith, our non-executive Chairman of the Board, presides over the executive sessions at the Board meetings, and each committee chairperson presides over the executive sessions at their respective committee meetings. Directors are not required, but are invited, to attend the Annual Meeting of Stockholders. In 2017, Mr. Hall and other executive officers of the Company attended the 2017 Annual Meeting of Stockholders.

Committees Generally and Charters

As noted above, our Board has three standing committees: Audit, Compensation and Governance/Nominating, and all committee members have been determined by our Board to be independent under applicable standards. Our Board of Directors has approved a written charter for each standing committee, which is reviewed annually and revised as appropriate. The table below provides information for each Board committee in 2017:

Name	Audit	Compensation	Governance/Nominating
Michael J. Bingle		X	
Peter E. Bisson			X*
Richard J. Bressler	X (Chair)		
Raul E. Cesan		X	
Karen E. Dykstra	X		
Anne Sutherland Fuchs		X (Chair)	X
William O. Grabe			X (Chair)
Stephen G. Pagliuca			
Eileen Serra			
James C. Smith	X		
Meetings Held in 2017:	5	7	4

*Mr. Bisson replaced Mr. Bingle as a member of the Governance Committee on June 1, 2017.

In 2017, the Board also delegated to a Special Finance Committee consisting of Messrs. Bingle, Pagliuca and Smith the authority to approve certain financing transaction relating to the acquisition of CEB Inc. The Special Finance Committee met once in 2017.

Audit Committee

Our Audit Committee serves as an independent body to assist in Board oversight of:

ü ***the integrity of the Company's financial statements;***

ü ***the Company's compliance with legal and regulatory requirements;***

ü ***the independent registered public accounting firm's retention, qualifications and independence; and***

ü ***the Company's Risk, Compliance and Internal Audit functions.***

Gartner has a separately designated standing audit committee established in accordance with Section 3(a)(58)(A) of the Exchange Act. Our Board has determined that both Ms. Dykstra and Mr. Bressler qualify as audit committee financial experts, as defined by the rules of the SEC, and that all members have the requisite accounting or related financial management expertise and are financially literate as required by the NYSE corporate governance listing standards.

Additionally, the Audit Committee is directly responsible for the appointment, compensation and oversight of our independent registered public accounting firm, KPMG; approves the engagement letter describing the scope of the annual audit; approves fees for audit and non-audit services; provides an open avenue of communication among the independent registered public accounting firm, the Risk and Internal Audit functions, management and the Board; resolves disagreements, if any, between management and the independent registered public accounting firm regarding financial reporting for the purpose of issuing an audit report in connection with our financial statements and our internal control over financial reporting; and prepares the Audit Committee Report required by the SEC and included in this Proxy Statement on page 51 below.

The independent registered public accounting firm reports directly to the Audit Committee. By meeting with the independent registered public accounting firm and the internal auditor, and operating and financial management personnel, the Audit Committee oversees matters relating to accounting standards, policies and practices, any changes thereto and the effects of any changes on our financial statements, financial reporting practices and the quality and adequacy of internal controls. Additionally, our internal audit and compliance functions report directly to the Audit Committee. After each Audit Committee meeting, the Committee meets separately with the CFO, the independent registered public accounting firm and the internal auditor without management present.

The Audit Committee has established procedures for (i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and (ii) the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters. A toll-free phone number managed by a third party is available for confidential and anonymous submission of concerns relating to accounting, auditing and other illegal or unethical matters, as well as alleged violations of Gartner's Code of Conduct or any other policies. All submissions on the hotline are reported to the General Counsel, who determines the mode of investigation, to the internal auditor and to the Audit Committee at each regular meeting. The Audit Committee has the power and funding to retain independent counsel and other advisors as it deems necessary to carry out its duties.

Compensation Committee

Our Compensation Committee has responsibility for:

ü ***administering and approving all elements of compensation for the Chief Executive Officer and other executive officers;***

ü ***approving, by direct action or through delegation, all equity awards, grants, and related actions under the provisions of our equity plan, and administering the plan;***

ü ***participating in the evaluation of CEO performance (with the input and oversight of the Governance Committee and the Chairman of the Board);***

ü ***approving the peer group used for executive compensation benchmarking purposes;***

ü ***evaluating the independence of all compensation committee advisers; and***

ü ***providing oversight in connection with company-wide compensation programs.***

The Compensation Committee reviewed and approved the Compensation Discussion and Analysis contained in this Proxy Statement, recommended its inclusion herein (and in our 2017 Annual Report on Form 10-K) and issued the related report to stockholders as required by the SEC (see *Compensation Committee Report* on page 31 below).

Exequity LLP ("Exequity") was retained by the Compensation Committee to provide information, analyses, and advice to the Committee during various stages of 2017 executive compensation planning. Exequity reports directly to the Compensation Committee chair. In the course of conducting its activities, Exequity attended meetings of the Compensation Committee and briefed the Committee on executive compensation trends generally.

The Compensation Committee has assessed the independence of Exequity, and has concluded that Exequity is independent and that its retention presents no conflicts of interest either to the Committee or the Company.

Final decisions with respect to determining the amount or form of executive compensation under the Company's executive compensation programs are made by the Compensation Committee alone and may reflect factors and considerations other than the information and advice provided by its consultants. Please refer to the *Compensation Discussion & Analysis* beginning on page 17 for a more detailed discussion of the Compensation Committee's activities with respect to executive compensation.

Compensation Committee Interlocks and Insider Participation. During 2017, no member of the Compensation Committee served as an officer or employee of the Company, was formerly an officer of the Company or had any relationship with the Company required to be disclosed under *Transactions With Related Persons* below. Additionally, during 2017, no executive officer of the Company: (i) served as a member of the compensation committee (or full board in the absence of such a committee) or as a director of another entity, one of whose executive officers served on our Compensation Committee; or (ii) served as a member of the compensation committee (or full board in the absence of such a committee) of another entity, one of whose executive officers served on our Board.

Governance/Nominating Committee

Our Governance/Nominating Committee (the "Governance Committee") has responsibility for:

ü***the size, composition and organization of our Board;***
ü***the independence of directors and committee members under applicable standards;***
ü***our corporate governance policies, including our Board Principles and Practices;***
ü***the criteria for directors and the selection of nominees for election to the Board;***
ü***committee assignments;***
ü***the form and amount of director compensation;***
ü***the performance evaluation of our CEO and management succession planning; and***
ü***the annual Board and Committee performance evaluations.***

While the Governance Committee has not specified minimum qualifications for candidates it recommends, it will consider the qualifications, skills, expertise, qualities, diversity, age, gender, availability and experience of all candidates that are presented for consideration. At the present time, three of our eleven directors are women. The Board utilizes a concept of diversity that extends beyond race, gender and national origin to encompass the viewpoints, professional experience and other individual qualities and attributes of candidates that will enable the Board to select candidates who are best able to carry out the Board's responsibilities and complement the mix of talent and experience represented on the Board. In connection with its annual evaluation, the Board considers the appropriateness of the qualifications of existing directors given then current needs.

Candidates for Board nomination may be brought to the attention of the Governance Committee by current Board members, management, stockholders or other persons. All potential new candidates are fully evaluated by the Governance Committee using the criteria described above, and then considered by the entire Board for nomination. The appointment of Ms. Serra to the Board resulted from a search, led by members of the Governance Committee, to identify a potential independent candidate who also satisfied certain other criteria for Board membership discussed above. The Committee received suggestions from a variety of sources, including a third-party search firm.

Director Candidates submitted by Stockholders: Stockholders wishing to recommend director candidates for consideration by the Governance Committee may do so by writing to the Chairman of the Governance/Nominating Committee, c/o Corporate Secretary, Gartner, Inc., 56 Top Gallant Road, P.O. Box 10212, Stamford, CT 06904-2212, and indicating the recommended candidate's name, biographical data, professional experience and any other qualifications. In addition, stockholders wishing to propose candidates for election must follow our advance notice provisions. See *Process for Submission of Stockholder Proposals for our 2019 Annual Meeting* on page 52.

Code of Ethics and Code of Conduct

Gartner has adopted a CEO & CFO Code of Ethics which applies to our CEO, CFO, controller and other financial managers, and a Global Code of Conduct, which applies to all Gartner officers, directors and employees, wherever located. Annually, each officer, director and employee affirms compliance with the Global Code of Conduct. See *Miscellaneous—Available Information* below.

***PROPOSAL ONE*:**

ELECTION OF DIRECTORS

Nominees for Election to the Board of Directors

Our Board, acting through the Governance Committee, is responsible for presenting for stockholder consideration each year a group of nominees that, taken together, has the experience, qualifications, attributes and skills appropriate and necessary to carry out the duties and responsibilities of, and to function effectively as, the board of directors of Gartner. The Governance Committee regularly reviews the composition of the Board in light of the needs of the Company, its assessment of board and committee performance, and the input of stockholders and other key stakeholders. The Governance Committee looks for certain common characteristics in all nominees, including integrity, strong professional experience and reputation, a record of achievement, constructive and collegial personal attributes and the ability and commitment to devote sufficient time and effort to board service. In addition, the Governance Committee seeks to include on the Board a complementary mix of individuals with diverse backgrounds and skills that will enable the Board as a whole to effectively manage the array of issues it will confront in furtherance of its duties. These individual qualities can include matters such as experience in the technology industry; experience managing and operating large public companies; international operating experience; financial, accounting, executive compensation and capital markets expertise; and leadership skills and experience.

All of the nominees listed below are incumbent directors who have been nominated by the Governance Committee and Board for re-election, and have agreed to serve another term. For additional information about the nominees and their qualifications, please see *General Information about Our Board of Directors* on page 5 above. If any nominee is unable or declines unexpectedly to stand for election as a director at the Annual Meeting, proxies may be voted for a nominee designated by the present Board to fill the vacancy. Each person elected as a director will continue to be a director until the 2019 Annual Meeting of Stockholders or a successor has been elected.

Michael J. Bingle	***Anne Sutherland Fuchs***
Peter E. Bisson	***William O. Grabe***
Richard J. Bressler	***Eugene A. Hall***
Raul E. Cesan	***Stephen G. Pagliuca***
Karen E. Dykstra	***Eileen Serra***
	James C. Smith

RECOMMENDATION OF OUR BOARD

Our Board unanimously recommends that you vote FOR management's eleven nominees

for election to the Board of Directors.

EXECUTIVE OFFICERS

General Information About our Current Executive Officers:

Eugene A. Hall 61	***Chief Executive Officer and director*** since 2004. Prior to joining Gartner as Chief Executive Officer, he was a senior executive at Automatic Data Processing, Inc., a Fortune 500 global technology and services company, serving most recently as President, Employers Services Major Accounts Division, a provider of human resources and payroll services. Prior to joining ADP in 1998, Mr. Hall spent 16 years at McKinsey & Company, most recently as Director.
Joe Beck 57	***Executive Vice President, Global Technology Sales*** since November 2017. In his more than 20 years at Gartner, he has served as Senior Vice President, Americas End User Sales and Managing Vice President. Prior to joining Gartner, he held sales positions at McGraw-Hill.
Ken Davis 49	***Executive Vice President, Products & Services*** since August 2017, and Senior Vice President, Business and IT Leaders, Products & Services since 2008. Previously at Gartner, he has served as Senior Vice President, End User Programs, High Tech & Telecom Programs, and Strategy, Marketing and Business Development. Prior to joining Gartner in 2005, Mr. Davis spent ten years at McKinsey & Company, where he was a partner assisting clients in the IT industry.
Alwyn Dawkins 52	***Executive Vice President, Worldwide Events*** since August 2017, and Senior Vice President, Worldwide Events since 2008. Previously at Gartner, he has served as Group Vice President, Asia/Pacific Sales, based in Sydney, Australia, and prior thereto, as Group Vice President, Gartner Events, where he held global responsibility for exhibit and sponsorship sales across the portfolio of Gartner events. Prior to joining Gartner in 2002, Mr. Dawkins spent ten years at Richmond Events, culminating in his role as Executive Vice President responsible for its North American business.
Mike Diliberto, 52	***Executive Vice President & Chief Information Office*** since August 2017, and Senior Vice President & Chief Information Officer since 2016. Previously, he served as CIO at Priceline, a leader in online travel and related services. Before joining Priceline, he held several senior technology positions at the online division of News Corp, where he was instrumental in establishing an online presence for News Corp brands such as Fox News, Fox Sports, TV Guide and Sky Sports, including launching the first major league baseball website. Previously, he held several leadership positions at Prodigy Services Company, one of the pioneering consumer-focused online services.
Scott Hensel 45	***Executive Vice President, Consulting*** since October 2017. Prior to joining Gartner, he served as President, Terex Services, Parts and Customer Solutions, at Terex Corporation, a manufacturing company. Previously, he spent 14 years at McKinsey & Company where he last served as a partner.
Jules Kaufman 60	***Executive Vice President, General Counsel & Secretary*** since August 2017. Prior to joining Gartner, he was Chief Legal Officer and Secretary at Coty Inc., a beauty products manufacturer, from 2008 through 2016. Previously, he spent 18 years at Colgate-Palmolive, last serving as General Counsel Europe/South Pacific.
Robin Kranich 47	***Executive Vice President, Human Resources*** since August 2017, and Senior Vice President, Human Resources since 2008. During her more than 20 years at Gartner, she has served as Senior Vice President, End User Programs; Senior Vice President, Research Operations and Business Development; Senior Vice President and General Manager of Gartner EXP; Vice President and Chief of Staff to Gartner's president; and various sales and sales management roles. Prior to joining Gartner, Ms. Kranich was part of the Technology Advancement Group at Marriott International.
David McVeigh 50	***Executive Vice President, New Market Programs*** since August 2017, and Senior Vice President, New Markets Programs since August 2015. Prior to joining Gartner, he was a managing director at Hellman & Friedman LLC, a private equity firm and an operating partner at Blackstone Group, and a partner at McKinsey & Company.

Craig W. Safian ***49***	***Executive Vice President & Chief Financial Officer*** since August 2017, and Senior Vice President & Chief Financial Officer since June 2014. In his 15 years at Gartner, he has served as Group Vice President, Global Finance and Strategy & Business Development from 2007 until his appointment as CFO, and previously as Group Vice President, Strategy and Managing Vice President, Financial Planning and Analysis. Prior to joining Gartner, he held finance positions at Headstrong (now part of Genpact) and Bristol-Myers Squibb, and was an accountant for Friedman, LLP where he achieved CPA licensure.
Peter Sondergaard ***54***	***Executive Vice President, Research*** since August 2017 and Senior Vice President, Research since 2004. During his 29 years at Gartner, he has held various roles, including Head of Research for the Technology & Services Sector, Hardware & Systems Sector, Vice President and General Manager for Gartner Research EMEA. Prior to joining Gartner, Mr. Sondergaard was research director at International Data Corporation in Europe.
Chris Thomas ***46***	***Executive Vice President, Business Sales*** since August 2017, and Senior Vice President, Executive Programs since April 2013. During his almost 20 years at Gartner, he has held various roles, including Group Vice President, Sales, leading the Americas IT, Digital Marketing and Global Supply Chain sales group; head of North America and Europe, Middle East and Africa (EMEA) Small and Medium Business sales organizations, and a number of other roles, including sales operations and field sales leadership. Before joining Gartner, he spent seven years in procurement, sales and marketing at Exxon Mobil.

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COMPENSATION DISCUSSION & ANALYSIS

This Compensation Discussion & Analysis, or "CD&A", describes and explains the Company's compensation philosophy and executive compensation program, as well as compensation awarded to and earned by, the following persons who were Named Executive Officers ("NEOs") in 2017:

Eugene A. Hall	**Chief Executive Officer**
Craig W. Safian	**Executive Vice President & Chief Financial Officer**
Alwyn Dawkins	**Executive Vice President, Worldwide Events**
David McVeigh	**Executive Vice President, New Market Programs**
Peter Sondergaard	**Executive Vice President, Research**
Per Anders Waern*	**Former Executive Vice President, Gartner Consulting**

*Mr Waern's last day of employment with the Company was December 1, 2017.

The CD&A is organized into three sections:

- The ***Executive Summary***, which highlights the extraordinary year we had in 2017, including the acquisition of CEB, the importance of our Contract Value (herein "CV") metric, our pay-for-performance approach, and our compensation practices, all of which we believe are relevant to stockholders as they consider their votes on Proposal Two (advisory vote on executive compensation, or "Say-on-Pay")
- The ***Compensation Setting Process for 2017***
- ***Other Compensation Policies and Information***

The CD&A is followed by the ***Compensation Tables and Narrative Disclosures***, which report and describe the compensation and benefit amounts paid to our NEOs in 2017.

EXECUTIVE SUMMARY

2017 - An Extraordinary Year

As has been our long-term strategy, our business model focuses on highly renewable research-based subscriptions. The key to our success resides in providing indispensable research and advisory services to leaders in Technology, Supply Chain, and Marketing. For more than a decade, the combination of our business model and strong execution fuelled strong, sustained annualized double digit growth on all of our key metrics.

In January 2017, Gartner announced its intention to acquire CEB, a publicly traded company that also sells research-based subscriptions. CEB’s products are complementary to Gartner’s and expanded our research and advisory services across all major business functions, including: Technology, Supply Chain, Sales & Marketing, HR, and Finance.

From a scale and scope perspective, the CEB acquisition represented roughly a 50% increase in the number of employees and more than doubled Gartner’s product portfolio. In considering the acquisition, Gartner management planned to accomplish two main objectives in 2017:

1. Close the CEB acquisition in Q2 and establish an integration plan, including identification of synergies by year-end 2017.
2. Maintain double digit growth of the heritage Gartner research business (i.e., Gartner excluding CEB).

Our results on these two main objectives were strong. In fact, we exceeded both objectives:

ü We closed the CEB acquisition in early April.

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- ü Once the acquisition closed, we aggressively integrated the two companies. The two research organizations and the product teams are integrated. The heritage CEB destination events and Evanta businesses have been integrated into the heritage Gartner Events business. Staff functions such as HR, finance and IT have been integrated.
- ü We not only identified potential synergies, but we captured them sooner than originally planned.
- ü We accelerated investments needed to drive future growth in the heritage CEB research and advisory business.
- ü We developed a new set of products, introduced improved commercial terms, and improved retention.
- ü We determined that CEB's Talent Assessment business did not fit strategically and completed the sale of that business in early April 2018.

In addition, heritage CEB contract value grew nearly 2% in 2017, faster than in recent years, and wallet retention improved by six percentage points, a remarkable improvement in a single year.

In parallel, the heritage Gartner subscription-based research segment grew at an accelerated pace of more than 15% on an FX neutral basis. Overall, our ability to close and integrate a substantial acquisition, while at the same time maintaining focus and accelerating growth of our heritage research business, was extraordinary.

Contract Value–A Unique Key Performance Metric for Gartner

Total Contract Value ("CV") represents the value attributable to all of our subscription-related contracts. It is calculated as the annualized value of contracts in effect at a specific point in time, without regard to the duration of the contract. CV primarily includes research deliverables for which revenue is recognized on a ratable basis and other deliverables (primarily events tickets) included with research products for which revenue is recognized when the deliverable is utilized.

Unique to Gartner, Contract Value is our **single** most important performance metric. It focuses all of our executives on driving both ***short-term*** and ***long-term*** success for our business and stockholders.

Contract Value = Both Short-Term *and* Long-Term Measures of Success
Short-Term ü ***Measures the value of all subscription research contracts in effect at a specific point in time***
Long-Term ü ***Measures revenue that is highly likely to recur over a multi-year period***

Comparing CV year over year measures the short-term growth of our business. More importantly, CV is also an appropriate measure of long–term performance due to the nature of our Research subscription business. Our Research business is our largest business segment (75% of 2017 gross revenues) with our highest contribution margins (67% for 2017). Our Research enterprise client retention and retained contract value (or wallet retention) are consistently very high. The combination of annual contracts and high renewal rates are predictive of revenue *highly likely to recur over* *a 3 – 5 year period.*

The acquisition of CEB does not change this focus on CV, but rather reinforces its importance.

Accordingly, growing CV drives both *short-term* and *long-term* corporate performance and shareholder value. As such, all Gartner executives and associates are focused at all times on growing CV. This, coupled with the fact that our investors are also focused on this metric, ensures that we are aligned on the long-term success of the Company.

Our strong results have fuelled stock price growth which lead comparison groups as shown below.

Key Attributes of our Executive Compensation Program – Pay for Performance

Our executive compensation plan design has successfully motivated senior management to drive outstanding corporate performance since it was first implemented in 2006. It is heavily weighted towards incentive compensation.

Its key features are as follows:

ü ***100% of executive equity awards and executive bonus awards are performance-based (with exception to acquisition-related awards).***

ü ***70% of our executive equity awards, and 100% of our executive bonus awards are subject to forfeiture in the event the Company fails to achieve performance objectives established by our Compensation Committee.***

ü ***91% percent of our CEO's target total compensation (80% in the case of our other NEOs) is in the form of incentive compensation (bonus and equity awards).***

ü ***82% of our CEO's target total compensation (65% in the case of our other NEOs) is in the form of equity awards.***

ü ***Earned equity awards may increase or decrease in value based upon stock price movement during the vesting period.***

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Our Compensation Best Practices

Our compensation practices motivate our executives to achieve our operating plans and execute our corporate strategy without taking undue risks. These practices, which are consistent with "best practices" trends, include the following:

ü ***We have an independent Compensation Committee.***

ü ***We have an independent compensation consultant that reports directly to the Compensation Committee.***

ü ***We annually assess the Company's compensation policies to ensure that the features of our program do not encourage undue risk.***

ü ***All executive officers are "at will" employees and only our CEO has an employment agreement.***

ü ***We have a clawback policy applicable to all executive incentive compensation (cash bonus and equity awards).***

ü ***We have robust stock ownership guidelines for our directors and executive officers.***

ü ***We have holding period requirements that require 50% of net after tax shares from all released equity awards to be held by a director or executive officer until stock ownership guidelines are satisfied.***

ü ***We prohibit hedging and pledging transactions in company securities.***

ü ***We do not provide excise tax gross up payments.***

ü ***We encourage retention by providing for equity awards that vest 25% per year over 4 years, commencing on the grant date anniversary.***

ü ***The potential annual payout on incentive compensation elements is limited to 2 times target.***

ü ***Our equity plan prohibits:***

a vesting period of less than 12 months on equity awards;

repricing stock options and surrendering outstanding options for new options with a lower exercise price without stockholder approval;

cash buyouts of underwater options or stock appreciation rights without stockholder approval;

"liberal share recycling"; and

granting options or stock appreciation rights with an exercise price less than the fair market value of the Company's common stock on the date of grant.

ü ***We do not grant equity awards to our directors or executive officers during closed trading windows.***

COMPENSATION SETTING PROCESS FOR 2017

This discussion explains the objectives of the Company's compensation policies; what the compensation program is designed to reward; each element of compensation and why the Company chooses to pay each element; how the Company determines the amount (and, where applicable, the formula) for each element to pay; and how each compensation element and the Company's decisions regarding that element fit into the Company's overall compensation objectives and affect decisions regarding other elements.

The Objectives of the Company's Compensation Policies

The objectives of our compensation policies are threefold:

- ***to attract, motivate and retain highly talented, creative and entrepreneurial individuals by paying market-based compensation;***
- ***to motivate our executives to maximize the performance of our Company through pay-for-performance compensation components based on the achievement of corporate performance targets that are aggressive, but attainable, given economic conditions; and***
- ***to ensure that, as a public company, our compensation structure and levels are reasonable from a stockholder perspective.***

What the Compensation Program Is Designed to Reward

Our guiding philosophy is that the more executive compensation is linked to corporate performance, the stronger the inducement is for management to strive to improve Gartner's performance. In addition, we believe that the design of the total compensation package must be competitive with the marketplace from which we hire our executive talent in order to achieve our objectives and attract and retain individuals who are critical to our long-term success. Our compensation program for executive officers is designed to compensate individuals for achieving and exceeding corporate performance objectives. We believe this type of compensation encourages outstanding team performance (not simply individual performance), which builds stockholder value.

Both short-term and long-term incentive compensation is earned by executives only upon the achievement by the Company of certain measurable performance objectives that are deemed by the Compensation Committee and management to be critical to the Company's short-term and long-term success. The amount of compensation ultimately earned will increase or decrease depending upon Company performance and the underlying price of our Common Stock (in the case of long-term equity-based incentive compensation).

Principal Compensation Elements and Objectives

To achieve the objectives noted above, we have designed executive compensation to consist of three principal elements:

Base Salary	Ø ***Pay competitive salaries to attract and retain the executive talent necessary to develop and implement our corporate strategy and business plan*** Ø ***Reflect responsibilities of the position, experience of the executive and marketplace in which we compete for talent***
Short-Term Incentive Compensation	Ø ***Motivate executives to generate outstanding performance and achieve or exceed annual operating plan***

(cash bonuses)	Ø***Align compensation with results***
Long-Term Incentive Compensation (equity awards)	Ø***Ensure rewards are commensurate with long-term performance and promote retention*** Ø***Align executive rewards with long-term stock price appreciation*** Ø***Facilitate the accumulation of Gartner shares by executives, thereby enhancing ownership and ensuring greater alignment with stockholders***

How the Company Determines Executive Compensation

In General

The Company set aggressive performance goals in planning 2017 executive compensation. In order for our executives to earn target compensation, the Company needed to exceed double digit growth in two key performance metrics, as discussed below.

The Compensation Committee established performance objectives for short-term (bonus) and long-term (equity) incentive awards at levels that it believed would motivate performance and be adequately challenging. The target performance objectives were intended to compel the level of performance necessary to enable the Company to achieve its operating plan for 2017.

As in prior years, the short-term and long-term incentive compensation elements provided executives with opportunities to increase their total compensation package based upon the over-achievement of corporate performance objectives; similarly, in the case of under-achievement of corporate performance objectives, the value of these incentive elements would fall below their target value (with the possibility of total forfeiture of the short-term element and 70% of the long-term element), and total compensation would decrease correspondingly. We assigned greater weight to the long-term incentive compensation element, as compared to the salary and short-term elements, in order to promote long-term decision-making that would deliver top corporate performance, align management to stockholder interests and retain executives. We believe that long-term equity-based awards with vesting terms that are based on the achievement of pre-set financial targets serve as a strong retention incentive.

Salary, short-term and long-term incentive compensation levels for executive officers (other than the CEO) are recommended by the CEO and are subject to approval by the Compensation Committee. In formulating his recommendation to the Compensation Committee, the CEO undertakes a performance review of these executives and considers input from human resources personnel at the Company, as well as benchmarking data from the compensation consultant and external market data (discussed below).

Salary, short-term and long-term incentive compensation levels for the CEO's compensation are established by the Compensation Committee within the parameters of Mr. Hall's employment agreement with the Company. In making its determination with respect to Mr. Hall's compensation, the Compensation Committee evaluates his performance in conjunction with the Governance Committee and after soliciting additional input from the Chairman of the Board and other directors; considers input from the Committee's compensation consultant; and reviews benchmarking data pertaining to CEO compensation practices at our peer companies and general trends. See *Employment Agreements with Executive Officers – Mr. Hall* below for a detailed discussion of Mr. Hall's agreement.

Effect of Stockholder Advisory Vote on Executive Compensation, or Say on Pay

2017 Say on Pay Approval = 99% of votes cast

The Board has resolved to present Say on Pay proposals to stockholders on an annual basis, respecting the sentiment of our stockholders as expressed in 2017. The Company and the Compensation Committee will consider the results on this year's advisory Say on Pay proposal in future executive compensation planning activities. Over the past several years, stockholders have consistently strongly supported our executive compensation program. As such, no specific changes were made to the compensation program as a result of the 2017 Say of Pay vote.

Benchmarking and Peer Group

Executive compensation planning for 2017 began mid-year in 2016. Our Compensation Committee commissioned Exequity, an independent compensation consultant, to perform a competitive analysis of our executive compensation practices (the "Compensation Study"). Exequity's findings were considered by the Compensation Committee and by management in planning our 2017 executive compensation program. The Compensation Study utilized market data provided by Aon Hewitt pertaining to compensation paid to individuals occupying senior executive positions at Gartner's selected peer group of companies for executive compensation benchmarking purposes (the "Peer Group"), effective as of January 1, 2017.

The Compensation Committee reviews the Peer Group annually to ensure comparability based on Gartner's operating characteristics, labor market relevance and defensibility. The 2017 competitive analysis compared Gartner's target compensation to the Peer Group. The Peer Group comprised 17 publicly-traded companies that resemble Gartner in size (in terms of revenues and number of employees), have a similar business model and with whom Gartner competes for executive talent. Gartner ranked at the 43rd percentile in revenues relative to the Peer Group. Peer Group companies included:

Adobe Systems Incorporated	**Intuit Inc.**
Autodesk, Inc.	**Moody's Corporation**
CA Inc.	**Nuance Communications, Inc.**
Cadence Design Systems, Inc.	**PTC Inc.**
Citrix Systems, Inc.	**Redhat Inc.**
The Dun & Bradstreet Corporation	**salesforce.com, inc**
Equifax Inc.	**Synopsys, Inc.**
IHS Markit Ltd	**Verisign, Inc.**
	Verisk Analytics, Inc.

Management and the Compensation Committee concluded that the Peer Group, which was established in mid-2016 (well before the decision to acquire CEB) was appropriate for 2017 executive compensation planning purposes given comparability to Gartner.

The Compensation Committee does not target NEO's pay to a specified percentile relative to the Peer Group, but rather reviews Peer Group market data at the 25th, 50th and 75th percentile for each element of compensation, including Base Salary, Target Total Cash (Base Salary, plus Target Bonus) and Target Total Compensation (Target Total Cash plus long-term incentives).

The result of the competitive analysis indicated that for 2016 Gartner's aggregate NEO (including CEO) Base Salary approximated the Peer Group median, whereas Target Total Cash and Target Total Compensation trailed the median, with variance in positioning by executive. In order to remain competitive in the market place and in light of Gartner's philosophy to pay a greater percentage of total compensation in the form of performance-based compensation and, in particular, performance-based long-term incentive compensation, the Committee approved a 3% merit increase to base salary, a 5% point increase to target bonus, and an 8% merit increase to the annual long-term incentive compensation award value for all NEOs (other than Mr. Hall and Mr. Safian) for 2017. Mr. Hall received a 5% merit increase to his annual long-term incentive award value only. Mr. Safian is still relatively new in his role of CFO, and as a result trailed the market median of the Peer Group in all elements of compensation. Consistent with the Company's philosophy of moving executives to fully competitive rates over two to three years, the Committee adjusted his compensation by increasing his base salary by 6.8%, his target bonus percent by 5%, and increasing his annual long-term incentive award value by 15%. The table below summarizes these increases for 2017:

NEO	**Base Salary**	**Target Bonus Percent**	**Long-term Incentive Award**
Eugene A. Hall	0%	0%	5%
Craig W. Safian	6.8%	5%	15%
Alwyn Dawkins	3%	5%	8%
David McVeigh	3%	5%	8%
Peter Sondergaard	3%	5%	8%

Per Anders Waern 3%	5%	8%

In addition, the Compensation Committee annually reviews an analysis conducted by Exequity that evaluates the connection between Gartner's executive pay and Company performance as measured by Total Shareholder Return and Shareholder Value against the relationship exhibited by Gartner's peer group. The analysis indicates that pay realized by Gartner's NEOs is generally well aligned with financial results. Gartner has historically performed above the peer group median and has paid at or above median total compensation which is consistent with the Company's pay-for-performance philosophy.

One-time Special Acquisition Award for CEO

To recognize the effort needed to successfully acquire and integrate CEB, the Compensation Committee approved a one-time special acquisition award for Mr. Hall, in addition to his annual long-term incentive award. The one-time special acquisition award consisted of performance stock units that would vest only if the CEB acquisition was completed in 2017 and certain synergy and integration goals were achieved for CEB including, among other things, the establishment of an integration plan and the identification of synergies by year-end 2017. The grant value of the special acquisition award was $1,000,000 (which translated to 10,093 performance stock units at target based on the closing stock price of our Common Stock on the date of grant). The Compensation Committee reserved the right to reduce the number of performance stock units that would actually vest based upon operational and strategic results attributable to the acquisition. The special acquisition award was not considered to be a part of Mr. Hall's on-going target compensation.

Other Acquisition-Related Compensation Changes

Subsequent to the acquisition of CEB, given the expanded roles and responsibilities of the management team in the combined Gartner and CEB business, the Compensation Committee approved a one-time restricted stock unit grant to all NEOs (other than Mr. Hall and Mr. Waern) lifting target total compensation by approximately 8%. The restricted unit award would vest over four years. On a go forward basis, the value of the awards are added to the equity component of each recipient's total target compensation to reflect the executives' enhanced responsibilities, with the continued split of 70% performance-based restricted stock units (PSUs) and 30% stock appreciation rights (SARs).

Executive Compensation Elements Generally

Pay Mix