

GARTNER INC  
Form DEF 14A  
April 11, 2016

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

**SCHEDULE 14A  
(Rule 14a-101)**

Proxy Statement Pursuant to Section 14(a) of the Securities  
Exchange Act of 1934

**Filed by the Registrant**

**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))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to Rule 14a-12

**GARTNER, INC.**

(Name of Registrant as Specified in Its Charter)

**Payment of Filing Fee (Check the appropriate box):**

- 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:
- (2) Form, Schedule or Registration Statement No.:
- (3) Filing Party:
- (4) Date Filed:



April 11, 2016

Dear Stockholder:

On behalf of the Board of Directors and Management of Gartner, Inc., I invite you to attend our 2016 Annual Meeting of Stockholders to be held on Thursday, May 26, 2016, 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 2015 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 2016 Proxy Statement and our 2015 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 26, 2016

**Time:** 10:00 a.m. local time

**Location:** 56 Top Gallant Road  
Stamford, Connecticut 06902

**Matters To Be Voted On:** (1) Election of nine members of our Board of Directors;  
(2) Advisory approval of the Company's executive compensation;  
(3) Ratification of the appointment of KPMG LLP as our independent auditor for 2016.

**Record Date:** March 31, 2016 – You are eligible to vote if you were a stockholder of record on this date.

By Order of the Board of Directors,

Daniel S. Peale  
Corporate Secretary

Stamford, Connecticut  
April 11, 2016

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**56 Top Gallant Road  
Stamford, Connecticut 06902**

## **PROXY STATEMENT**

**For the Annual Meeting of Stockholders to be held on May 26, 2016**

## **GENERAL INFORMATION**

### **The Annual Meeting and Proposals**

The 2016 Annual Meeting of Stockholders of Gartner, Inc. will be held on Thursday, May 26, 2016, 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 2015 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 11, 2016. 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 nine (9) nominees to our Board of Directors;
- Advisory approval of the Company’s executive compensation;
- Ratification of the appointment of KPMG LLP as our independent auditor for the 2016 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 that will be presented for action at the 2016 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](http://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, Inc.

***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 11, 2016, 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 the election of directors and executive compensation without instructions from the beneficial owner, but they are able to vote without instructions on the ratification of the appointment of an independent auditor. 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 noted 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 <http://www.astproxyportal.com/ast/14908> and at [www.investor.gartner.com](http://www.investor.gartner.com).

***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 11, 2016. To request paper or e-mail copies, stockholders can call **1-888-776-9962** in the United States (**1-718-921-8562 for international callers**), send an email to [info@amstock.com](mailto:info@amstock.com) or visit [http://www.amstock.com/proxy\\_services/requestmaterials.asp](http://www.amstock.com/proxy_services/requestmaterials.asp).

***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 visit [www.amstock.com](http://www.amstock.com) and follow the prompts to sign up for electronic delivery.

***Who Can Vote at the Annual Meeting?***

Only stockholders of record at the close of business on March 31, 2016 (the "Record Date") may vote at the Annual Meeting. As of the Record Date, there were 82,630,617 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:

- ØInternet** You may vote on the Internet up until 11:59 PM Eastern Time on May 25, 2016 by following the instructions on your Notice. Have your Notice available when you access the web page.
- ØTelephone** You may vote by telephone by calling the toll free number specified on your Notice. You may call 24 hours a day and up until 11:59 PM Eastern Time on May 25, 2016. Have your Notice available when you call.
- ØMail** If you received paper copies of the proxy materials by mail, you may vote by marking the enclosed proxy card, dating and signing it, and returning it in the postage-paid envelope provided.
- ØIn Person** You may vote your shares in person by attending the Annual Meeting and submitting your proxy at the meeting.

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. 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 approval of the Company’s executive compensation and Proposal Three - the ratification of the appointment of KPMG LLP as our independent auditor for the fiscal year ending December 31, 2016.

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 the election of the nine nominees to our Board of Directors***

ü ***FOR the advisory approval of the Company’s executive compensation***

ü ***FOR the ratification of the appointment of KPMG LLP as our independent auditor for fiscal 2016***

### ***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 Inc. 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 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](http://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 nine 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 2016 Annual Meeting. See *Proposal One – Election of Directors* on page 12. 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, 44, 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 TD Ameritrade Holding 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 and Governance Committees.

**Richard J. Bressler, 58, director since 2006** Mr. Bressler is President and Chief Financial Officer of iHeartMedia, Inc., and Chief Financial Officer of Clear Channel Outdoor Holdings, Inc. 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.

**Raul E. Cesan, 68, director since 2012** Mr. Cesan has been 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 – 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, 57,  
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 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, 68, director  
since July 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, 77,  
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 Covisint Corporation, QTS Realty Trust, Inc. and Lenovo Group Limited. He is a former director of Infotech Enterprises Limited, Compuware Corporation and iGate Computer Systems Limited (f/k/a Patni Computer Systems Ltd.).

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, 59,  
director since 2004***

Mr. Hall is the Chief Executive Officer of Gartner. Prior to joining Gartner 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.

Mr. Pagliuca is a Managing Director of Bain Capital Partners, LLC and 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.

***Stephen G. Pagliuca, 61, director since 1990 (except for 6 months in 2009 when he entered the U.S. Senate race for Massachusetts)***

He 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.

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.

***James C. Smith, 76, director since October 2002 and Chairman of the Board since 2004***

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

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:

<b>Annual Director Retainer Fee:</b>	\$60,000 per director and an additional \$100,000 for our non-executive Chairman of the Board, payable in arrears in four equal quarterly installments, 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.
<b>Annual Committee Chair Fee:</b>	\$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 Fee.
<b>Annual Committee Member Fee:</b>	\$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 Fee.
<b>Annual Equity Grant:</b>	\$200,000 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 \$200,000 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.

## 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 2015. Mr. Hall receives no compensation for service as director.

<b>Name</b>	<b>Fees</b>	<b>Stock</b>	
	<b>Earned Or Paid</b>	<b>Awards</b>	<b>Total</b>
	<b>(\$)(1)</b>	<b>(\$)(2)</b>	<b>(\$)</b>
Michael J. Bingle	77,500	200,000	277,500
Richard J. Bressler	90,000	200,000	290,000
Raul E. Cesan	70,000	200,000	270,000
Karen E. Dykstra	75,000	200,000	275,000
Anne Sutherland Fuchs	92,500	200,000	292,500
William O. Grabe	77,500	200,000	277,500
Steven G. Pagliuca	60,000	200,000	260,000
James C. Smith	175,000	200,000	375,000

Includes amounts earned in 2015 and paid in cash and/or common stock equivalents (CSEs) on account of the (1) Annual Director Retainer Fee, Annual Committee Chair Fee and/or Annual Committee Member Fee, described above. Does not include reimbursement for meeting attendance expenses.

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 2,267 restricted stock (2) units (RSUs) that vest on May 28, 2016, one year from the date of the 2015 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 May 28, 2015 (\$88.22).

## **CORPORATE GOVERNANCE**

Gartner is committed to maintaining strong corporate governance practices.

### **Corporate Governance Highlights:**

- ØIndependent Chairman of the Board*
- ØMajority voting for directors*
- ØAnnual election of directors*
- ØMandatory Annual Board and Committee performance evaluation*
- ØExecutive sessions after each Board and Committee meeting*
- Ø8 out of 9 directors are independent*
- Ø2 out of 9 directors are women*
- ØFully independent Board committees*
- ØAnnual director affirmation of compliance with Code of Conduct*
- ØAnnual director evaluation of CEO*
- ØAverage director age - 63*

### **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 Guidelines, which are posted on [www.investor.gartner.com](http://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 New York Stock Exchange (“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, Richard Bressler, Raul Cesan, Karen Dykstra, Anne Sutherland Fuchs, William Grabe, Stephen Pagliuca 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 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, that are updated and tested annually by management and our independent auditors. 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 2015, 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 five meetings during 2015. During 2015, seven of our directors attended 100%, and two of our directors attended at least 75%, of all 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 2015, Mr. Hall and other executive officers of the Company attended the 2015 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 committee which is reviewed annually and revised as appropriate. The table below provides information for each Board Committee in 2015:

<b>Name</b>	<b>Audit</b>	<b>Compensation</b>	<b>Governance/Nominating</b>
Michael J. Bingle		X	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			
James C. Smith	X		
<b>Meetings Held in 2015:</b>	5	5	4

**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 auditor's retention, qualifications and independence; and*
- ü