

GARTNER INC  
Form 8-K  
February 16, 2006

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**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549**

**FORM 8-K  
CURRENT REPORT  
Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934  
Date of Report (Date of earliest event reported)  
February 10, 2006**

**GARTNER, INC.**  
(Exact name of registrant as specified in its charter)

**DELAWARE**

**1-14443**

**04-3099750**

(State or Other Jurisdiction of  
Incorporation)

(Commission File Number)

(IRS Employer  
Identification No.)

**P.O. Box 10212  
56 Top Gallant Road  
Stamford, CT 06902-7747**

(Address of Principal Executive Offices, including Zip Code)

**(203) 316-1111**

(Registrant's telephone number, including area code)

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

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**ITEM 1.01 ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT**

On February 10, 2006, Gartner, Inc. ( Gartner ) entered into a First Amendment to the Amended and Restated Credit Agreement, dated as of June 29, 2005, to the Credit Agreement, dated as of August 12, 2004, among Gartner, the several lenders from time to time who are parties, and JPMorgan Chase Bank, N.A. as administrative agent. The Amendment modified the definition of Consolidated Fixed Charges to allow Gartner to exclude up to \$30 million spent on share repurchases during the fourth quarter of 2005 and full year 2006. The Amendment also increased the Letter of Credit facility to \$15 million and now provides for letters of credit denominated in foreign currencies.

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.**

**(d) Exhibits**

**EXHIBIT NO. DESCRIPTION**

4.1 First Amendment to the Amended and Restated Credit Agreement, dated as of June 29, 2005, to the Credit Agreement, dated as of August 12, 2004, among Gartner, the several lenders from time to time who are parties, and JPMorgan Chase Bank, N.A. as administrative agent.

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**SIGNATURES**

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

Gartner, Inc.

Date: February 15, 2006

By: /s/ Christopher Lafond

Christopher Lafond  
Executive Vice President,  
Chief Financial Officer

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