

SILVER LAKE PARTNERS LP

Form 4

December 07, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
SILVER LAKE PARTNERS LP

(Last) (First) (Middle)

2775 SAND HILL ROAD, SUITE
100

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

GARTNER INC [IT]

3. Date of Earliest Transaction
(Month/Day/Year)

12/06/2006

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X__ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
____X__ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.0005	12/06/2006		S(2)(3)		10,389,610	D (2) (3)	\$ 19.25 (2) (3)
							13,225,518 (4)
							D (1)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
number.**

SEC 1474
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SILVER LAKE PARTNERS LP 2775 SAND HILL ROAD SUITE 100 MENLO PARK, CA 94025		X		
SILVER LAKE INVESTORS LP 2775 SAND HILL ROAD, SUITE 100 MENLO PARK, CA 94025		X		
SILVER LAKE TECHNOLOGY INVESTORS LLC 2775 SAND HILL ROAD, SUITE 100 MENLO PARK, CA 94025		X		
Bingle Michael J C/O SILVER LAKE PARTNERS, L.P. 2775 SAND HILL ROAD, SUITE 100 MENLO PARK, CA 94025	X			
JOYCE JOHN R C/O SILVER LAKE PARTNERS, L.P. 2775 SAND HILL ROAD, SUITE 100 MENLO PARK, CA 94025	X			

Signatures

/s/ Alan K. Austin, Managing Director and Chief Operating Officer (Signature of Silver Lake Partners, L.P., as a Reporting Person, by Silver Lake Technology Associates, L.L.C., its general partner) 12/07/2006

 **Signature of Reporting Person

Date

/s/ Alan K. Austin, Managing Director and Chief Operating Officer (Signature of Silver Lake Investors, L.P., as a Reporting Person, by Silver Lake Technology Associates, L.L.C., its general partner) 12/07/2006

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__Signature of Reporting Person

Date

/s/ Alan K. Austin, Managing Director and Chief Operating Officer (Signature of Silver Lake Technology Investors, L.L.C., as a Reporting Person, by Silver Lake Technology Management, L.L.C., its manager)

12/07/2006

__Signature of Reporting Person

Date

/s/ Alan K. Austin, as attorney-in-fact (Signature of Michael J. Bingle, as a Reporting Person)

12/07/2006

__Signature of Reporting Person

Date

/s/ Alan K. Austin, as attorney-in-fact (Signature of John R. Joyce, as a Reporting Person)

12/07/2006

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Owned by Silver Lake Partners, L.P., Silver Lake Investors, L.P., and Silver Lake Technology Investors, L.L.C. (collectively the "Silver Lake Entities"). Silver Lake Technology Associates, L.L.C. is the General Partner of each of Silver Lake Partners, L.P. and Silver Lake Investors, L.P. Silver Lake Technology Management, L.L.C. is the Manager of Silver Lake Technology Investors, L.L.C. Each of Mr.

- (1) Bingle and Mr. Joyce, who are both directors of Gartner, Inc. ("Gartner"), is a Managing Director of each of Silver Lake Technology Associates, L.L.C. and of Silver Lake Technology Management, L.L.C. As such, each of Mr. Bingle and Mr. Joyce could be deemed to have shared voting or dispositive power over these shares. However, each of Mr. Bingle and Mr. Joyce disclaims beneficial ownership in these shares, except to the extent of his pecuniary interest therein.

- (2) On December 6, 2006, the Silver Lake Entities entered into a stock purchase agreement with Gartner, whereby, subject to the terms and conditions therein, the Silver Lake Entities agreed to sell to Gartner, and Gartner agreed to purchase from the Silver Lake Entities, 10,389,610 shares of Common Stock. Settlement of this sale is expected to take place on December 13, 2006. The purchase is subject to certain conditions, including Gartner obtaining at least \$150.0 million of financing to help fund the purchase price of the shares.

- (3) The Silver Lake Entities will receive \$19.25 per share sold to Gartner. In connection with the sale of the Common Stock, (i) Silver Lake Partners, L.P. will sell 9,567,852 shares; (ii) Silver Lake Investors, L.P. will sell 274,936 shares; and (iii) Silver Lake Technology Investors, L.L.C. will sell 546,822 shares.

- (4) As of the closing of the transactions described herein, the Silver Lake Entities will beneficially own 13,225,518 shares of Common Stock, representing approximately 12.7% of the issued and outstanding shares of Common Stock of Gartner.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.