

Edgar Filing: GARTNER INC - Form 4

GARTNER INC  
Form 4  
February 06, 2003

U.S. SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

FORM 4  
STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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(f) of the Investment Company Act of 1940

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

-----  
1. Name and Address of Reporting Person\*

VA Partners, LLC

-----  
(Last) (First) (Middle)

One Maritime Plaza, Suite 1400

-----  
(Street)

San Francisco CA 94111

-----  
(City) (State) (Zip)

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

Gartner Group, Inc. NEW-CL A (IT)

-----  
3. IRS Identification Number of Reporting Person, if an Entity (Voluntary)

-----  
4. Statement for Month/Day/Year

February 4, 2003

-----  
5. If Amendment, Date of Original (Month/Day/Year)

-----  
6. Relationship of Reporting Person to Issuer

(Check all applicable)

Director

10% Owner

Officer (give title below)

Other (specify below)

-----  
7. Individual or Joint/Group Filing (Check applicable line)

Form filed by one Reporting Person

Form filed by more than one Reporting Person

=====

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

| 1.<br>Title of Security<br>(Instr. 3) | 2.<br>Transaction<br>Date<br>(mm/dd/yy) | 2A. Deemed<br>Execution<br>Date, if any<br>(mm/dd/yy) | 3.<br>Transaction<br>Code<br>(Instr. 8)<br>-----<br>Code V | 4.<br>Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5)<br>-----<br>Amount or Price<br>(A) (D) | 5.<br>Amount of<br>Securities<br>Beneficially<br>Owned Followi<br>Reported Tran<br>(Instr. 3<br>and 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------|------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------|
| NEW-CL A<br>Common Stock              | 02/04/03                                |                                                       | P                                                          | 102,400 A 8.25                                                                                                    | 7,461,800 (1)                                                                                          |
| NEW-CL A<br>Common Stock              | 02/05/03                                |                                                       | P                                                          | 100,000 A 8.21                                                                                                    | 7,561,800 (1)                                                                                          |
| NEW-CL A<br>Common Stock              | 02/06/03                                |                                                       | P                                                          | 50,000 A 8.07                                                                                                     | 7,611,800 (1)                                                                                          |

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

\*If the Form is filed by more than one Reporting Person, see Instruction 4(b)(v).

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.

(Over)  
SEC 1474 (3-00)

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FORM 4 (continued)

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

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| 1.<br>Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conver-<br>sion<br>or<br>Exer-<br>cise<br>Price<br>of<br>Deriv-<br>ative<br>Secur-<br>ity | 3.<br>Trans-<br>action<br>Date<br>(Month/<br>Day/<br>Year) | 4.<br>Trans-<br>action<br>Code<br>(Instr.<br>8)<br>-----<br>Code V | 5.<br>Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed<br>of (D)<br>(Instr. 3,<br>4 and 5)<br>-----<br>(A) (D) | 6.<br>Exercisable and<br>Expiration Date<br>(Month/Day/Year)<br>-----<br>Date Expira-<br>tion<br>Date | 7.<br>Title and Amount<br>of Underlying<br>Securities<br>(Instr. 3 and 4)<br>-----<br>Amount<br>or<br>Number<br>of<br>Shares | 8.<br>Price<br>of<br>Deriv-<br>ative<br>Secur-<br>ity<br>(Instr.<br>5) |
|--------------------------------------------------------|-------------------------------------------------------------------------------------------------|------------------------------------------------------------|--------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|
| -----                                                  |                                                                                                 |                                                            |                                                                    |                                                                                                                                    |                                                                                                       |                                                                                                                              |                                                                        |
| -----                                                  |                                                                                                 |                                                            |                                                                    |                                                                                                                                    |                                                                                                       |                                                                                                                              |                                                                        |
| -----                                                  |                                                                                                 |                                                            |                                                                    |                                                                                                                                    |                                                                                                       |                                                                                                                              |                                                                        |

Explanation of Responses:

(1)As General Partner and Investment Manager of ValueAct Capital Partners, L.P., ValueAct Capital Partners II, L.P., and ValueAct Capital International, Ltd.

(2)These securities are also beneficially owned by Jeffrey W. Ubben, George F. Hamel, Jr., and Peter H. Kamin as Managing Members, Principal Owners and Controlling Persons of VA Partners, LLC.

VALUEACT CAPITAL PARTNERS, L.P., BY  
VA PARTNERS, L.L.C., ITS GENERAL PARTNER

By: /s/ George F. Hamel, Jr.

02/06/03

-----  
George F. Hamel, Jr.

-----  
Date

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Managing Member  
\*\*Signature of Reporting Person

VALUEACT CAPITAL PARTNERS II, L.P., BY  
VA PARTNERS, L.L.C., ITS GENERAL PARTNER

By: /s/ George F. Hamel, Jr. 02/06/03  
-----  
George F. Hamel, Jr. Date  
Managing Member  
\*\*Signature of Reporting Person

VALUEACT CAPITAL INTERNATIONAL, LTD., BY  
VA PARTNERS, L.L.C., ITS INVESTMENT MANAGER

By: /s/ George F. Hamel, Jr. 02/06/03  
-----  
George F. Hamel, Jr. Date  
Managing Member  
\*\*Signature of Reporting Person

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VA PARTNERS, L.L.C.

By: /s/ George F. Hamel, Jr. 02/06/03  
-----  
George F. Hamel, Jr. Date  
Managing Member  
\*\*Signature of Reporting Person

By: /s/ Jeffrey W. Ubben 02/06/03  
-----  
Jeffrey W. Ubben Date  
\*\*Signature of Reporting Person

By: /s/ George F. Hamel, Jr. 02/06/03  
-----  
George F. Hamel, Jr. Date  
\*\*Signature of Reporting Person

By: /s/ Peter H. Kamin 02/06/03  
-----  
Peter H. Kamin Date  
\*\*Signature of Reporting Person

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

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

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Joint Filer Information

Name: ValueAct Capital Partners, L.P.  
Address: One Maritime Plaza, Suite 1400, San Francisco, CA 94111  
Designated Filer: VA Partners, L.L.C.  
Issuer and Ticker Symbol: Gartner Group, Inc. (IT)  
Date of Event Requiring Statement: February 4, 2003

Name: ValueAct Capital Partners II, L.P.  
Address: One Maritime Plaza, Suite 1400, San Francisco, CA 94111  
Designated Filer: VA Partners, L.L.C.  
Issuer and Ticker Symbol: Gartner Group, Inc. (IT)  
Date of Event Requiring Statement: February 4, 2003

Name: ValueAct Capital International, Ltd.  
Address: One Maritime Plaza, Suite 1400, San Francisco, CA 94111  
Designated Filer: VA Partners, L.L.C.  
Issuer and Ticker Symbol: Gartner Group, Inc. (IT)  
Date of Event Requiring Statement: February 4, 2003

Name: Jeffrey W. Ubben  
Address: One Maritime Plaza, Suite 1400, San Francisco, CA 94111  
Designated Filer: VA Partners, L.L.C.  
Issuer and Ticker Symbol: Gartner Group, Inc. (IT)  
Date of Event Requiring Statement: February 4, 2003

Name: George F. Hamel, Jr.  
Address: One Maritime Plaza, Suite 1400, San Francisco, CA 94111  
Designated Filer: VA Partners, L.L.C.  
Issuer and Ticker Symbol: Gartner Group, Inc. (IT)  
Date of Event Requiring Statement: February 4, 2003

Name: Peter H. Kamin  
Address: One Maritime Plaza, Suite 1400, San Francisco, CA 94111

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Designated Filer: VA Partners, L.L.C.

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