Gartner

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Elizabeth M. Murphy
Secretary
U.S. Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549

Re: NYSE Proposed Rule – Proxy Distribution Fees; SEC File No. SR-NYSE-2013-07

Dear Ms. Murphy:

Gartner, Inc. (NYSE: IT) commends the NYSE for its efforts to amend rules on proxy fees. In particular, Gartner has been adversely affected by fees attributable to managed accounts and fully supports any and all relief in this area.

Gartner has over 93,000,000 shares of common stock outstanding, which are held by approximately 15,000 beneficial owners. Our stock is concentrated and most of it is held by large institutional investors.

Since 2011, Curian Capital, LLC ("Curian") has held a very small position (less than 17,000 shares out of 93 million outstanding) which it allocated to almost 19,000 managed accounts. The vast majority of these managed accounts hold a fraction of a share of Gartner stock. According to Broadridge, who distributes our proxy materials, the Curian managed accounts, even those holding less than one share of our stock, are entitled to full delivery of proxy materials for which Gartner is charged the same fees as other beneficial holders. This resulted in the proxy distribution fees charged by Broadridge to more than double, from approximately $25,000 in 2010, to over $52,000 for the past few years. In fact, the proxy distribution fees we paid on account of Curian's 17,000 shares were <u>more than double</u> than the fees we paid on the remaining 93,000,000 shares.

According to Section 155 of the Delaware General Corporation Law, a corporation may, but shall not be required to, issue fractions of shares. Section 155 also states that fractional shares do carry voting rights, but presumably, they must be fractional shares issued by the corporation. Gartner has never taken any corporate action to issue fractional shares. Similarly, Gartner's bylaws provide that our stockholders are entitled to **one** vote for **each** share of common stock held by them. The implication is that only whole shares are entitled to voting rights.

Curian has created thousands of accounts with less than one share of stock, yet the Gartner board has never authorized fractional accounts. Taken to a logical extreme, if Curian is fortunate enough to grow to manage 2 million accounts, we would owe Broadridge almost $3 million in proxy distribution fees.

We appreciate any action taken by the SEC to address the "Curian model" of managed accounts in order to protect issuers from the exorbitant proxy distribution fees resulting therefrom.

Sincerely,

Clare A. Kretzman