



DIVISION OF
CORPORATION FINANCE

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

April 8, 2025

Julia Lapitskaya
Gibson, Dunn & Crutcher LLP

Re: Gartner, Inc. (the "Company")
Incoming letter dated January 15, 2025

Dear Julia Lapitskaya:

This letter is in response to your correspondence concerning the shareholder proposal (the "Proposal") submitted to the Company by James McGovern (the "Proponent") for inclusion in the Company's proxy materials for its upcoming annual meeting of security holders.

There appears to be some basis for your view that the Company may exclude the Proposal under Rule 14a-8(f) because the Proponent did not comply with Rule 14a-8(b)(1)(i). As required by Rule 14a-8(f), the Company notified the Proponent of the problem, and the Proponent failed to adequately correct it. Accordingly, we will not recommend enforcement action to the Commission if the Company omits the Proposal from its proxy materials in reliance on Rules 14a-8(b)(1)(i) and 14a-8(f).

Copies of all of the correspondence on which this response is based will be made available on our website at <https://www.sec.gov/corpfin/2024-2025-shareholder-proposals-no-action>.

Sincerely,

Rule 14a-8 Review Team

cc: James McGovern

January 15, 2025

VIA ONLINE PORTAL SUBMISSION

Office of Chief Counsel
Division of Corporation Finance
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549

Re: *Gartner, Inc.*
Stockholder Proposal of James McGovern
Securities Exchange Act of 1934—Rule 14a-8

Ladies and Gentlemen:

This letter is to inform you that our client, Gartner, Inc. (the “Company”), intends to omit from its proxy statement and form of proxy for its 2025 Annual Meeting of Stockholders (collectively, the “2025 Proxy Materials”) a stockholder proposal (the “Proposal”) and statement in support thereof (the “Supporting Statement”) received from James McGovern (the “Proponent”).

Pursuant to Rule 14a-8(j), we have:

- filed this letter with the Securities and Exchange Commission (the “Commission”) no later than eighty (80) calendar days before the Company intends to file its definitive 2025 Proxy Materials with the Commission; and
- concurrently sent a copy of this correspondence to the Proponent.

Rule 14a-8(k) and Staff Legal Bulletin No. 14D (Nov. 7, 2008) (“SLB 14D”) provide that stockholder proponents are required to send companies a copy of any correspondence that the proponents elect to submit to the Commission or the staff of the Division of Corporation Finance (the “Staff”). Accordingly, we are taking this opportunity to inform the Proponent that if the Proponent elects to submit additional correspondence to the Commission or the Staff with respect to the Proposal, a copy of such correspondence should be furnished concurrently to the undersigned on behalf of the Company pursuant to Rule 14a-8(k) and SLB 14D.

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BASIS FOR EXCLUSION

We hereby respectfully request that the Staff concur in our view that the Proposal may be excluded from the 2025 Proxy Materials pursuant to Rule 14a-8(b) and Rule 14a-8(f)(1) because the Proponent failed to provide sufficient proof of its continuous ownership of the Company's shares to satisfy the ownership requirements of Rule 14a-8(b) in response the Company's proper and timely request for such information.

BACKGROUND

The Proposal was submitted to the Company by the Proponent via USPS on November 15, 2024 (the "Submission Date") and was received by the Company on November 21, 2024. See Exhibit A. The Proponent's initial submission did not include any documentary evidence of the Proponent's ownership of Company shares, but stated "I have held Gartner stock for over three years continually, originally in my e-Trade account, which has now been moved to LPL Financial." The Company reviewed its stock records, which did not indicate that the Proponent was a record owner of Company shares. Accordingly, the Company properly sought verification of share ownership from the Proponent. Specifically, and in accordance with Staff Legal Bulletin No. 14L (Nov. 3, 2021) ("SLB 14L"), the Company sent the Proponent a letter dated November 27, 2024, identifying the deficiency, notifying the Proponent of the requirements of Rule 14a-8, and explaining how the Proponent could correct the procedural deficiency (the "First Deficiency Notice").¹

The First Deficiency Notice, attached hereto as Exhibit B, provided detailed information regarding the "record" holder requirements, as clarified by Staff Legal Bulletin No. 14F (Oct. 18, 2011) ("SLB 14F") and Staff Legal Bulletin No. 14L (Nov. 3, 2021) ("SLB 14L"), and attached copies of Rule 14a-8, SLB 14F, and SLB 14L. Specifically, the First Deficiency Notice stated:

- that Rule 14a-8 requires that the Proponent demonstrate continuous ownership of at least \$2,000, \$15,000, or \$25,000 in market value of the Company's shares entitled to vote on the Proposal for at least three years, two years, or one year, respectively, preceding and including the Submission Date;
- that, according to the Company's stock records, the Proponent was not a record owner of Company shares;
- that, as of the date of the First Deficiency Notice, the Company had not received any documentation evidencing the Proponent's proof of continuous ownership, as required under Rule 14a-8(b);

¹ The First Deficiency Notice also identified certain other procedural deficiencies that were subsequently corrected and are therefore not discussed herein.

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- the type of statement or documentation necessary to demonstrate beneficial ownership under Rule 14a-8(b), including “a written statement from the ‘record’ holder of the Proponent’s shares (usually a broker or a bank) verifying that, at the time the Proponent submitted the Proposal (the Submission Date), the Proponent continuously held the requisite amount of Company shares to satisfy at least one of the [o]wnership [r]equirements above;” and
- that any response had to be postmarked or transmitted electronically no later than 14 calendar days from the date the Proponent received the First Deficiency Notice.

The Company sent the First Deficiency Notice to the Proponent via email and via UPS overnight delivery on November 27, 2024, which was within 14 calendar days of the Company’s receipt of the Proposal. See Exhibit B.

On December 9, 2024, the Company received three emails from the Proponent in response to the First Deficiency Notice (collectively, the “First Response Emails”). The first email stated the Proponent was “attaching a statement indicating [the Proponent’s] holdings in Gartner.” Attached to the first email was the Proponent’s account statement from LPL Financial for November 2024 purporting to show the Proponent’s ownership of 262 shares of Company stock as of November 30, 2024 (the “LPL Account Statement”). The LPL Account Statement also indicated that the Proponent did not hold any shares in this account as of January 1, 2024, a date which is less than one year prior to the Submission Date. See Exhibit C. The second email stated the Proponent was “[a]lso attaching a statement from e-Trade as proof of ownership of [G]artner.” No attachment was included with the second email. See Exhibit D. The third email stated: “[a]nother document showing I have owned stock for a long time.” Attached to the third email was the Proponent’s account statement from E*TRADE Securities for the time period of October 1, 2021 to December 21, 2021 purporting to show the Proponent’s ownership of 298 shares of Company stock as of December 31, 2021 (the “E*TRADE Account Statement”). See Exhibit E.

As discussed in more detail below, the LPL Account Statement and the E*TRADE Account Statement (collectively, the “Account Statements”), both individually and collectively, are insufficient to correct the ownership deficiency because they are not affirmative written statements from the record holders of the Proponent’s securities verifying that as of the Submission Date the Proponent had satisfied any of the continuous ownership requirements. To correct the deficiency, instead of submitting account statements, the Proponent should have instead submitted affirmative written statements from LPL Financial and E*TRADE clearly showing an unbroken continuous chain of ownership up to and including the Submission Date that satisfied the ownership requirements set forth in Rule 14a-8(b). The Proponent did not include any additional documentary evidence of ownership of Company shares in the First Response Emails.

Accordingly, the Company again properly sought verification of share ownership from the Proponent. Specifically, and in accordance with SLB 14L, on December 11, 2024, which

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was within 14 calendar days of the Company's receipt of the Account Statements, the Company sent a second deficiency notice (the "Second Deficiency Notice") via email and UPS overnight delivery to the Proponent. The Second Deficiency Notice (i) explained that the Account Statements did not correct the previously identified proof of ownership deficiency because account statements (in general) are not sufficient to prove ownership under Rule 14a-8 and, in any case, a combined reading of the Account Statements did not show the shares had been continuously held for any of the requisite time periods under Rule 14a-8(b); (ii) reiterated the requirements of Rule 14a-8; and (iii) explained how the Proponent could correct the procedural deficiency. See Exhibit E. The Second Deficiency Notice also included a copy of Rule 14a-8, Staff Legal Bulletin No. 14 ("SLB 14"), SLB 14F and SLB 14L. Specifically, the Second Deficiency Notice stated:

Neither the LPL Account Statement (which is identified as your account statement for November 2024) nor the E*TRADE Account Statement (which is identified as your account statement for the period of "October 1, 2021 - December 31, 2021") is adequate proof that you have continuously held sufficient Company shares to satisfy any of the [o]wnership [r]equirements [of Rule 14a-8(b)]. Additionally, a combined reading of the Account Statements is also not adequate proof that you have continuously held sufficient Company shares to satisfy any of the [o]wnership [r]equirements [of Rule 14a-8(b)]. In this regard, as explained below and in Staff Legal Bulletin No. 14 (enclosed herewith), a stockholder's monthly, quarterly, or other periodic investment statements are insufficient to demonstrate continuous ownership of shares to satisfy any of the [o]wnership [r]equirements. . . .

If your shares were held by more than one "record" holder over the course of the applicable one-, two-, or three-year ownership period (which appears to be the case based on the Account Statements that you provided), then confirmation of ownership needs to be obtained from each record holder (which based on the Account Statements would be LPL Financial and E*TRADE) with respect to the time during which it held the shares on your behalf, and those documents must collectively demonstrate your continuous ownership of sufficient shares to satisfy at least one of the [o]wnership [r]equirements.

On December 30, 2024, 19 days after the Second Deficiency Notice was sent via email and overnight UPS delivery (and 5 days after the 14-day deadline (December 25, 2024) to timely respond to the Second Deficiency Notice), the Company received an email from the Proponent (the "Second Response Email") which included a forwarded email from FR Investment Group purporting to attach a letter from LPL Financial. However, no actual attachment was included with the Second Response Email. See Exhibit G. Thereafter, on January 8, 2025 (28 days after the Second Deficiency Notice was sent via email and overnight UPS delivery and 14 days after the 14-day deadline (December 25, 2024) to timely respond to Second Deficiency Notice), the Company received a letter from LPL Financial (the "LPL Financial Letter"), postmarked December 30, 2024 (19 days after the Second Deficiency Notice was sent via email and overnight UPS delivery and 5 days after the 14-day deadline (December 25, 2024) to timely respond to the Second Deficiency Notice), which stated that the Proponent

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had held “at least 263 shares of GARTNER INC since June 17, 2024 and maintained that minimum amount as of December 27, 2024.” See Exhibit H. To conclude, the Company did not receive a timely proof of ownership, and even if the proof provided in the LPL Financial Letter was timely, it would have been non-compliant because, as detailed below, this letter does not sufficiently prove the Proponent’s continuous ownership of Company shares for any of the requisite time periods under Rule 14a-8.

ANALYSIS

The Proposal May Be Excluded Under Rule 14a-8(b) and Rule 14a-8(f)(1) Because The Proponent Failed to Establish Eligibility To Submit The Proposal Despite Proper Notice.

A. Background.

The Company may exclude the Proposal under Rule 14a-8(f)(1) because the Proponent failed to substantiate its eligibility to submit the Proposal under Rule 14a-8(b). Rule 14a-8(b)(1) provides, in part, that to be eligible to submit a proposal, a stockholder proponent must have continuously held as of the applicable submission date:

- (A) at least \$2,000 in market value of the company’s securities entitled to vote on the proposal for at least three years;
- (B) at least \$15,000 in market value of the company’s securities entitled to vote on the proposal for at least two years; or
- (C) at least \$25,000 in market value of the company’s shares entitled to vote on the proposal for at least one year.

Each of these ownership requirements were specifically described by the Company in both the First Deficiency Notice and the Second Deficiency Notice.

SLB 14 specifies that when the stockholder is not the registered holder, the stockholder “is responsible for proving his or her eligibility to submit a proposal to the company,” which the stockholder may do by one of the ways provided in Rule 14a-8(b)(2). See Section C.1.c, SLB 14. Further, the Staff has clarified that these proof of ownership letters must come from the “record” holder of the proponent’s stock, and that only Depository Trust Company (“DTC”) participants are viewed as record holders of securities that are deposited at DTC. See SLB 14F. Rule 14a-8(f) provides that a company may exclude a stockholder proposal if the proponent fails to provide evidence of eligibility under Rule 14a-8, including the beneficial ownership requirements of Rule 14a-8(b), provided that the company timely notifies the proponent of the problem and the proponent fails to correct the deficiency within the required time.

SLB 14F provides that proof of ownership letters may fail to satisfy Rule 14a-8(b)(1)’s requirement if they do not verify ownership “for the entire one-year period preceding and including the date the proposal [was] submitted.” This may occur if the letter verifies ownership

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as of a date before the submission date (leaving a gap between the verification date and the submission date) or if the letter verifies ownership as of a date after the submission date and only covers a one-year period, “thus failing to verify the [stockholder’s] beneficial ownership over the required full one-year period preceding the date of the proposal’s submission.” SLB 14F. The guidance in SLB 14F remains applicable even though Rule 14a-8 has since been amended to provide the tiered ownership thresholds described above. In each case, consistent with the Staff’s guidance in SLB 14F and as required by Rule 14a-8(b), a stockholder proponent must submit adequate proof demonstrating such proponent’s continuous ownership of the requisite amount of company shares for the requisite time period. In SLB 14L, the Staff reminded companies that they “should identify any specific defects in the proof of ownership letter.”

As discussed in the “Background” section above, the Account Statements, taken together or separately, do not satisfy what SLB 14F describes as the “highly prescriptive” set of requirements of Rule 14a-8(b), and the Proposal is therefore excludable, because (i) account statements (in general) are not sufficient to prove ownership under Rule 14a-8(b) and (ii) in any case, a combined reading of the Account Statements did not show that the Company shares had been continuously held for one, two or three years—instead, the Proponent attempted to verify two separate periods of ownership—from October 2021 to December 2021 and from November 1, 2024 to November 30, 2024—without providing any evidence of ownership in between these time periods. After receiving the Account Statements, the Company timely provided the Second Deficiency Notice, which, consistent with SLB 14L, identified the specific defects with the Account Statements, and described how the deficiencies could be corrected. Thereafter, the Proponent failed to timely correct the deficiency via the LPL Financial Letter that the Company did not receive until 28 days after the Company timely provided the Second Deficiency Notice.

B. The Proposal Is Excludable Because The Account Statements Fail To Demonstrate Continuous Ownership Of Company Shares For The Requisite Period.

The Proponent failed to establish eligibility to submit the Proposal because the only documentary evidence of ownership of Company shares provided by the Proponent were the Account Statements, which, taken together or separately, fail to demonstrate that the Proponent beneficially owned the requisite number of shares of Company common stock continuously for any of the requisite time periods preceding and including the Submission Date. The Staff has explicitly stated that monthly, quarterly or other periodic investment statements are not sufficient to demonstrate continuous ownership. SLB 14 addresses this by stating:

(2) Do a shareholder’s monthly, quarterly or other periodic investment statements demonstrate sufficiently continuous ownership of the securities?

No. A shareholder must submit an affirmative written statement from the record holder of his or her securities that specifically verifies that the shareholder owned

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the securities *continuously* for a period of one year as of the time of submitting the proposal.²

Applying this guidance, in *Bank of America Corp.* (avail. Jan. 23, 2023), the Staff concurred with the exclusion under Rule 14a-8(b) and Rule 14a-8(f) of a proposal where the proponent submitted a monthly account statement purporting to show the proponent's ownership as of the month preceding the submission of the proposal and an additional letter showing ownership of company shares as of a certain date following the date the proposal was submitted, as these were not sufficient to establish that the proponent owned the requisite amount of company shares continuously for the three-year period as of the date the proposal was submitted. *See also BlackRock, Inc.* (avail. Mar. 21, 2019) (same); *PepsiCo, Inc.* (avail. Jan. 20, 2016) (concurring with the exclusion of a proposal where the only proof of ownership submitted was an account statement verifying ownership of company shares as of a certain date); *International Business Machines Corp.* (avail. Jan. 31, 2014) (concurring with the exclusion of a proposal where the only proof of ownership submitted was a broker letter which did not cover the required period and a security record and position report showing account names and a quantity of company shares held as of a certain date); *Rite Aid Corp.* (avail. Feb. 14, 2013) (concurring with the exclusion of a proposal where the only proof of ownership submitted was an account statement verifying ownership of company shares as of a certain date); *E.I. du Pont de Nemours and Co.* (avail. Jan. 17, 2012) (concurring with the exclusion of a proposal where the only proof of ownership submitted was a one-page excerpt from a monthly brokerage statement).

Here, as in the precedent above, the only timely evidence of ownership of Company shares the Proponent provided were the Account Statements—the LPL Account Statement covered the period of ownership from November 1, 2024 to November 30, 2024 (i.e., the month of the Submission Date (which is November 15, 2024)) and the E*TRADE Account Statement covered the period of ownership from October 1, 2021 to December 31, 2021 (i.e., a two-month period approximately three years prior to the Submission Date). Further, the LPL Account Statement indicated that this account did not hold any shares as of January 1, 2024 (a date which is less than one year prior to the Submission Date); June 17, 2024 is the earliest date that the later received LPL Financial Letter indicates Company share ownership in this account. *See Exhibits C and E.* In other words, the Proponent attempted to show the beginning and end of the three-year holding period under Rule 14a-8(b)(i), but did not attempt to show continuous ownership during that time period and did not timely submit an affirmative statement from either LPL Financial or E*TRADE proving continuous ownership during that period. Neither of the Account Statements contained an “affirmative written statement from the record holder. . . that

² We note that the reference to “one year” in the answer set forth in Section C.1.c.(2) of SLB 14 does not reflect recent amendments to certain ownership requirements set forth in Rule 14a-8(b), but we believe the guidance set forth in SLB 14 as it relates to the requirement for the Proponent to submit an affirmative written statement that specifically verifies continuous ownership remains relevant following such recent amendments. We further note that the shortest ownership period under any of the revised thresholds established by such recent amendments remains one year, and that in this instance the Proponent has failed to sufficiently demonstrate one year of continuous ownership for any amount of the Company's shares.

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specifically verifies that the [Proponent] owned the securities *continuously* for any requisite time period under Rule 14a-8(b). However, even if the Account Statements had shown an unbroken time period of ownership, as explained in SLB 14 and as steadily affirmed by the Staff in the above-cited precedent, account statements are insufficient to demonstrate *any* period of continuous ownership, much less the period(s) required for any of the ownership thresholds specified by Rule 14a-8(b). And as noted above, the LPL Financial Letter, which attempted to further verify the Proponent's ownership, was postmarked 19 days after the Second Deficiency Notice was sent to the Proponent, and thus was not timely submitted under Rule 14a-8.³

In addition, when a proponent's shares are held by two different record holders during the applicable holding period, the proponent can satisfy Rule 14a-8(b)'s requirements by submitting letters from each record holder demonstrating that there was no interruption in the proponent's chain of ownership. For example, in *Associated Estates Realty Corp.* (avail. Mar. 17, 2014), the proponent submitted letters from its introducing broker and the two record holders that held the proponent's shares during the previous one-year period. The first record holder's letter confirmed that the proponent's account held the company's securities "until December 7, 2012 on which dates the [s]hares were transferred out," and the second record holder's letter confirmed that it "became the registered owner . . . on December 7, 2012 . . . when the shares were transferred . . . at the behest of [the proponent] as a broker to broker transfer between accounts" Similarly, in *Bank of America Corp.* (avail. Feb. 29, 2012), the proponent provided proof of ownership of the company's shares by submitting letters from TD Ameritrade, Inc. and Charles Schwab & Co. The TD Ameritrade letter confirmed ownership of the company's shares "from December 03, 2009 to April 21, 2011," and the Charles Schwab letter confirmed that the company's shares "have been held in this account continuously since April 21, 2011." See also *Moody's Corp.* (avail. Jan. 29, 2008) (the proponent's continuous ownership of the company's stock was verified by two letters, with the first letter stating that "[a]ll securities were transferred from Morgan Stanley on November 8, 2007" and the second letter stating that the proponent transferred the company's securities into his account on November 8, 2007); *Eastman Kodak Co.* (avail. Feb. 19, 2002) (the proponent provided letters from Merrill Lynch & Co., Inc. and Salomon Smith Barney Inc. to demonstrate his continuous ownership, with the Merrill Lynch letter stating that the proponent's shares were "transferred to Salomon Smith Barney Inc. on 09-28-2001" and the Salomon Smith Barney letter confirming that the shares were "transferred over from Merrill Lynch on 09/28/01"); *Comshare, Inc.* (avail. Sept. 5, 2001) (the proponent demonstrated sufficient ownership in response to the company's deficiency notice by providing two broker letters, with one letter stating that the proponent owned at least \$2,000 of the company's stock "from March 30, 2000 until March 26, 2001 when the account was transferred to Charles Schwab," and the second letter stating that the proponent has held the shares "continuously at Charles Schwab & Co., Inc. since March 26, 2001 to present").

³ We note that, even if the LPL Financial Letter had been submitted within 14 days of the Proponent's receipt of the Second Deficiency Notice (as required by Rule 14a-8), the LPL Financial Letter is insufficient because it only verifies ownership from June 17, 2024 to December 27, 2024 rather than for a one-, two- or three-year time period preceding and including the Submission Date (November 15, 2024), as required by Rule 14a-8.

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C. The Proposal is Excludable Because the Proponent's Response to the Second Deficiency Notice Was Neither Timely Nor Did The Proponent's Response Sufficiently Prove The Proponent's Continuous Ownership of Company Shares For Any Of The Requisite Time Periods Under Rule 14a-8.

In this instance, consistent with the foregoing precedent, since the Proponent notes the shares were “held. . .for over three years continually, originally in [the Proponent's] e-Trade account, which has now been moved to LPL Financial,” the Proponent was required to provide documentary evidence from each of E*TRADE and LPL Financial verifying that the end date of the E-Trade's holding period matched the start date of the LPL Financial's holding period, showing that the Proponent maintained continuous ownership throughout a requisite time period despite the change in record holders. Unlike *Associated Estates Realty* and the other precedents cited above, the Account Statements do not show such continuous ownership, but instead attempt to prove ownership at two separate periods of time approximately three years apart, and do not purport to show an uninterrupted or continuous chain of ownership during that three-year period. As such, the Proponent has not demonstrated eligibility under Rule 14a-8 to submit the Proposal.

After receiving the Account Statements, the Company provided a timely and sufficient Second Deficiency Notice, clearly identifying the specific ownership defects with respect to the Account Statements—explaining (1) that Rule 14a-8 requires that the Proponent demonstrate continuous ownership of \$2,000, \$15,000 or \$25,000 in market value of Company shares for at least three years, two years or one year “preceding and including the Submission Date”, (2) that “a shareholder's monthly, quarterly or other periodic investment statements are insufficient to demonstrate continuous ownership of shares to satisfy any of [such] [o]wnership [r]equirements”; and (3) that if the Proponents shares “were held by more than one ‘record’ holder over the course of the applicable one-, two-, or three-year ownership period. . .confirmation of ownership needs to be obtained from each record holder. . .with respect to the time during it which it held the shares on [the Proponent's] behalf. . .collectively demonstrate[ing] [the Proponent's] continuous ownership of sufficient shares to satisfy at least one of the [o]wnership [r]equirements”. The Second Deficiency Notice also outlined how the Proponent could correct the ownership defects—including clear, detailed instructions regarding the type of ownership proof that is considered sufficient; clearly informing the Proponent that the documentary support should come in the form of a “written statement”; and referring the Proponent to the enclosed SLB 14F. See Exhibit F. The Second Deficiency Notice also stated that any response from the Proponent curing the deficiencies described in the letter needed to be “postmarked or transmitted electronically no later than 14 calendar days from the date [the Proponent] received the letter,” which in this case was December 25, 2024. The LPL Financial Letter postmarked December 30, 2024 was thus untimely, and in any case did not sufficiently prove the Proponent's continuous ownership of Company shares for any of the requisite time periods under Rule 14a-8⁴.

As noted above, even if the LPL Financial Letter was timely submitted, an accompanying letter from E*TRADE, the previous record holder, would have been necessary to sufficiently prove the Proponent's continuous ownership of

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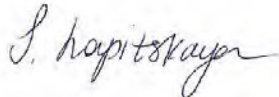
As in the precedent cited above, the Proponent failed to provide adequate documentary evidence of ownership of Company shares. Therefore, the Proponent has not demonstrated eligibility under Rule 14a-8 to submit the Proposal. Accordingly, we ask that the Staff concur that the Company may exclude the Proposal under Rule 14a-8(b) and Rule 14a-8(f)(1).

CONCLUSION

Based upon the foregoing analysis, the Company intends to exclude the Proposal from its 2025 Proxy Materials, and we respectfully request that the Staff concur that the Proposal may be excluded under Rule 14a-8.

We would be happy to provide you with any additional information and answer any questions that you may have regarding the subject. Correspondence regarding this letter should be sent to shareholderproposals@gibsondunn.com. If we can be of any further assistance on this matter, please do not hesitate to call me at (212) 351-2309.

Sincerely,



Julia Lapitskaya

Enclosures

cc: Kevin Tang, Gartner, Inc.
James McGovern

Company shares in satisfaction of Rule 14a-8. Further, the LPL Financial Letter and the E*TRADE Account Statement do not show that the Proponent maintained continuous ownership throughout a requisite time period.

GIBSON DUNN

EXHIBIT A

Corporate Secretary

Gartner

56 Top Gallant Road

Stamford CT 06904

Dear Corporate Secretary,

I submit the attached proposals to be included in the 2025 Proxy statement. I have held Gartner stock for over three years continually, originally in my e-Trade account, which has now been moved to LPL Financial. I intend to maintain the requisite amounts of securities at least through the date of the shareholders meeting for which these proposals are submitted. I can also meet with the company via teleconference no less than ten calendar and no more than 30 calendar days after submission. I am available most business days to meet virtually between 9 and 11 am Eastern Standard Time.

Warm regards,



James McGovern

SHAREHOLDER

JAMES MCGOVERN

Shareholder Resolution Proposal: Increased diversity and transparency in legal matters

Whereas:

1. **Commitment to Diversity:** Gartner promotes diversity, equity, and inclusion within its business practices. Research indicates that diverse teams yield better performance and decision-making.
2. **Legal Industry Disparities:** The legal profession faces significant disparities in representing diverse attorneys. Studies show that diverse law firms are underrepresented among those hired by large corporations.
3. **Business Benefits of Diverse Counsel:** Engaging diverse law firms can enhance Gartner's ability to understand varied perspectives.
4. **Commitment to Transparency:** Full disclosure of legal proceedings, including employee lawsuits including arbitration, is essential to uphold this commitment and build trust with shareholders and the public.
5. **Impact on Reputation and Financial Performance:** Lack of transparency regarding employee lawsuits, particularly those resolved through arbitration, can significantly affect a company's reputation and financial health. It may conceal potential liabilities and risks that could impact shareholder value.
6. **Corporate Governance Best Practices:** Leading companies increasingly adopt transparency measures regarding employee grievances and litigation. Adopting similar practices would position Gartner as a leader in corporate governance and ethical responsibility.
7. **Stakeholder Interest:** Shareholders are vested in understanding the nature and outcomes of employee lawsuits and other legal matters, including those in private arbitration. This information is vital for assessing the company's legal risks and ensuring accountability.

Resolved:

The shareholders of Gartner request that the Board of Directors implement a policy ensuring diversity of law firms engaged by Gartner and full transparency regarding employee lawsuits, particularly those that are or have gone through arbitration. This policy should include:

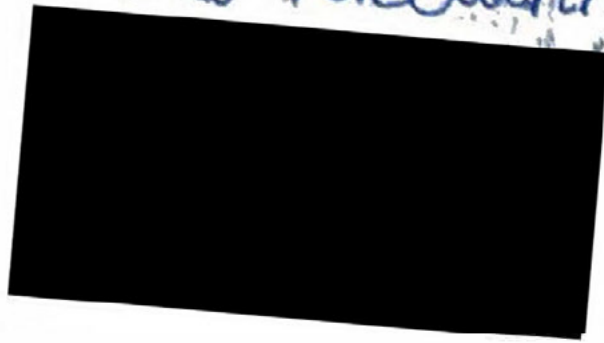
1. **Publication of Current Practices:** A comprehensive publication of the company's current legal service providers and their diversity metrics.
2. **Goals and Targets:** Establish specific, measurable goals for the percentage of legal work allocated to minority-owned, women-owned, and other diverse law firms over the next three years.
3. **Transparency and Reporting:** The company will report annually on its progress towards these goals, trends in employee arbitration, data on the diversity of its legal service providers, and in a manner that reflects year-over-year trends.
4. A quarterly report detailing the number and nature of employee lawsuits, including those settled through arbitration.
5. A summary of the outcomes of these proceedings while maintaining confidentiality.

6. A Magic Quadrant-like matrix identifying the impact of protected classes such as race, gender, sexual orientation, and seniority or a hype cycle-like matrix identifying experiential trends.
7. Disclosure of any changes in company policies or practices resulting from these lawsuits to enhance accountability and prevent future issues.

Supporting Statement:

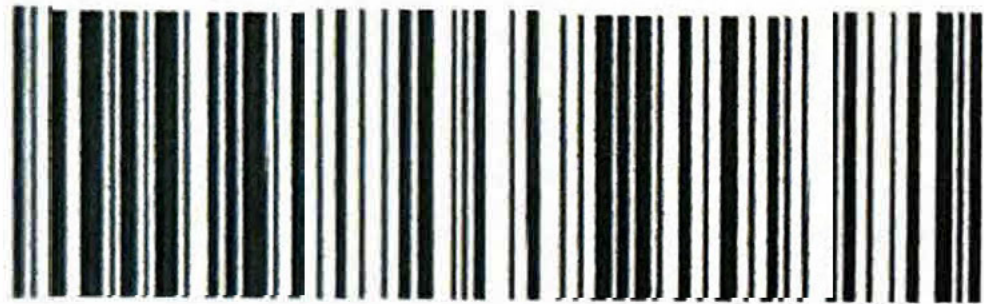
This resolution aims to recognize the benefits of engaging diverse talent. Transparency regarding employee lawsuits and arbitration proceedings is crucial for maintaining shareholder trust and safeguarding the company's long-term interests. By adopting this resolution, Gartner can strengthen its commitment to corporate responsibility, improve its competitive edge in an increasingly diverse marketplace, and ensure that shareholders are well-informed about potential risks that could affect their investment.

We urge shareholders to support this resolution for the betterment of Gartner and its stakeholders.



PLACE STICKER AT TOP OF ENVELOPE TO THE RIGHT
OF THE RETURN ADDRESS, FOLD AT DOTTED LINE

CERTIFIED MAIL®



PII

Retail

15 NOV 2024



RDC 99



U.S. POSTAGE PAID
FCM LETTER
HARTFORD, CT 08101
NOV 15, 2024

R2308Y151911-33

CORPORATE SECRETARY
GARTNER
56 TOP CALLANT ROAD
STAMFORD CT

06902

06902-770099



GIBSON DUNN

EXHIBIT B

From: [Refvem, Jill C.](#)
To: [REDACTED]
Cc: [Lapitskaya, Julia](#)
Bcc: [Zyskowski, Lori](#); [Korvin, David](#)
Subject: Gartner, Inc. - Deficiency Notice (McGovern)
Date: Wednesday, November 27, 2024 12:16:26 PM
Attachments: [Gartner, Inc. - Deficiency Notice \(McGovern\).pdf](#)

Mr. McGovern –

On behalf of Gartner, Inc., attached please find correspondence regarding the shareholder proposal you submitted.

We would appreciate you kindly confirming receipt of this correspondence.

Best,
Jill

Jill Refvem
[Associate Attorney](#)

T: +1 202.887.3794
JRefvem@gibsondunn.com

GIBSON DUNN
Gibson, Dunn & Crutcher LLP
1700 M Street, N.W., Washington, D.C. 20036-4504

November 27, 2024

VIA OVERNIGHT MAIL AND EMAIL

James McGovern

[REDACTED]
[REDACTED]
[REDACTED]

Dear Mr. McGovern:

I am writing on behalf of Gartner, Inc. (the “**Company**”), which received on November 21, 2024, your stockholder proposal entitled “Shareholder Resolution Proposal: Increased diversity and transparency in legal matters” (the “**Proposal**”) that you submitted for inclusion in the proxy statement for the Company’s 2025 Annual Meeting of Stockholders via USPS on November 15, 2024 (the “**Submission Date**”) pursuant to Securities and Exchange Commission (“**SEC**”) Rule 14a-8 (the “**Submission**”).

The Submission contains certain procedural deficiencies, which we are notifying you of pursuant to SEC regulations and which you should correct as described below if the Company is to consider the Proposal as properly submitted.

1. Proof of Continuous Ownership

Rule 14a-8(b) under the Securities Exchange Act of 1934, as amended, provides that a stockholder proponent must submit sufficient proof of its continuous ownership of company shares preceding and including the submission date. Thus, with respect to the Proposal, Rule 14a-8 requires that you demonstrate that you continuously owned at least:

- (1) \$2,000 in market value of the Company’s shares entitled to vote on the Proposal for at least three years preceding and including the Submission Date;
- (2) \$15,000 in market value of the Company’s shares entitled to vote on the Proposal for at least two years preceding and including the Submission Date;
or
- (3) \$25,000 in market value of the Company’s shares entitled to vote on the Proposal for at least one year preceding and including the Submission Date (each an “**Ownership Requirement**,” and collectively, the “**Ownership Requirements**”).

GIBSON DUNN

Mr. McGovern
November 27, 2024
Page 2

The Company's stock records do not indicate that you are the record owner of sufficient shares to satisfy any of the Ownership Requirements. In addition, to date the Company has not received proof that you have satisfied any of the Ownership Requirements.

To correct this deficiency, you must submit sufficient proof that you have satisfied at least one of the Ownership Requirements. As explained in Rule 14a-8(b) and in SEC staff guidance, sufficient proof must be in the form of either:

- (1) a written statement from the "record" holder of your shares (usually a broker or a bank) verifying that, at the time you submitted the Proposal (the Submission Date), you continuously held the requisite amount of Company shares to satisfy at least one of the Ownership Requirements above; or
- (2) if you were required to and have filed with the SEC a Schedule 13D, Schedule 13G, Form 3, Form 4 or Form 5, or amendments to those documents or updated forms, demonstrating that you met at least one of the Ownership Requirements above, a copy of the schedule and/or form, and any subsequent amendments reporting a change in the ownership level and a written statement that you continuously held the requisite amount of Company shares to satisfy at least one of the Ownership Requirements above.

If you intend to demonstrate ownership by submitting a written statement from the "record" holder of your shares as set forth in (1) above, please note that most large U.S. brokers and banks deposit their customers' securities with, and hold those securities through, the Depository Trust Company ("**DTC**"), a registered clearing agency that acts as a securities depository (DTC is also known through the account name of Cede & Co.). Under SEC Staff Legal Bulletin No. 14F, only DTC participants are viewed as record holders of securities that are deposited at DTC. You can confirm whether your broker or bank is a DTC participant by asking your broker or bank or by checking DTC's participant list, which is available at <https://www.dtcc.com/-/media/Files/Downloads/client-center/DTC/DTC-Participant-in-Alphabetical-Listing-1.pdf>. If a stockholder's shares are held through DTC, the stockholder needs to obtain and submit to the Company proof of ownership from the DTC participant through which the securities are held, as follows:

- (1) If your broker or bank is a DTC participant, then you need to obtain and submit a written statement from your broker or bank verifying that you continuously held the requisite amount of Company shares to satisfy at least one of the Ownership Requirements above.

Mr. McGovern
November 27, 2024
Page 3

- (2) If your broker or bank is not a DTC participant, then you need to obtain and submit proof of ownership from the DTC participant through which the shares are held verifying that you continuously held the requisite amount of Company shares to satisfy at least one of the Ownership Requirements above. You should be able to find out the identity of the DTC participant by asking your broker or bank. If your broker is an introducing broker, you may also be able to learn the identity and telephone number of the DTC participant through your account statements, because the clearing broker identified on your account statements will generally be a DTC participant. If the DTC participant that holds your shares is not able to confirm your individual holdings but is able to confirm the holdings of your broker or bank, then you need to satisfy the proof of ownership requirements by obtaining and submitting two proof of ownership statements verifying that you continuously held Company shares satisfying at least one of the Ownership Requirements above: (i) one from your broker or bank confirming your ownership, and (ii) the other from the DTC participant confirming the broker or bank's ownership.

2. Intent to Hold Shares

Under Rule 14a-8(b) of the Exchange Act, you must provide the Company with a written statement of your intent to continue to hold through the date of the meeting of stockholders for which the Proposal is submitted the requisite amount of Company shares used to satisfy at least one of the Ownership Requirements above. Your statement in this regard is insufficient. As we have not yet received any proof of ownership from you, and therefore do not know with certainty which of the Ownership Requirements above you intend to satisfy, we believe that your written statement in the correspondence that you submitted on November 15, 2024 that you "intend to maintain the requisite amounts of securities at least through the date of the shareholders meeting for which these proposals are submitted" may not be adequate to confirm that you intend to hold the required amount of the Company's shares through the date of the 2025 Annual Meeting of Stockholders because it is unclear which Ownership Requirement you intend to meet and thus unclear what value of shares you intend to continue holding. To correct this deficiency, you must submit a written statement that you intend to continue holding the same required amount of Company shares as will be documented in your ownership proof through the date of the Company's annual meeting of stockholders for which the Proposal is submitted.

Mr. McGovern
November 27, 2024
Page 4

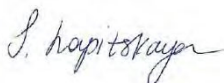
3. Engagement Availability

Rule 14a-8(b)(1)(iii) of the Exchange Act requires a stockholder to provide the company with a written statement that it is able to meet with the company in person or via teleconference no less than 10 calendar days, nor more than 30 calendar days, after submission of the stockholder proposal, including the stockholder's contact information and the business days and specific times during the company's regular business hours that such stockholder is available to discuss the proposal with the company. We believe that your statement in this regard that from "no less than ten calendar days and 30 calendar days after submission" you are "available most business days to meet" is not adequate because you have not indicated the specific business days that you are available to discuss your Proposal with the Company. Accordingly, to correct this deficiency, you must provide a statement to the Company that includes such specific business days.

The SEC's rules require that any response correcting the deficiencies described in this letter must be postmarked or transmitted electronically no later than 14 calendar days from the date you receive this letter. Please address any response to me at 200 Park Avenue, New York, NY 10166. Alternatively, you may transmit any response by email to me at jlapitskaya@gibsondunn.com. Please note that the SEC's staff has stated that a proponent is responsible for confirming our receipt of any correspondence transmitted in response to this letter.

If you have any questions with respect to the foregoing, please contact me at (212) 351-2354. For your reference, I enclose a copy of Rule 14a-8, Staff Legal Bulletin No. 14F and Staff Legal Bulletin No. 14L.

Sincerely,



Julia Lapitskaya

Enclosures

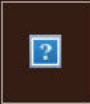
From: [Microsoft Outlook](#)
To: [REDACTED]
Subject: Relayed: Gartner, Inc. - Deficiency Notice (McGovern)
Date: Wednesday, November 27, 2024 12:19:52 PM
Attachments: [Gartner Inc. - Deficiency Notice \(McGovern\).msg](#)

Delivery to these recipients or groups is complete, but no delivery notification was sent by the destination server:

[REDACTED]
Subject: Gartner, Inc. - Deficiency Notice (McGovern)

From: [UPS](#)
To: [Refvem, Jill C.](#)
Subject: UPS Delivery Notification, Tracking Number 1Z274826NT90871341
Date: Friday, November 29, 2024 2:17:02 PM

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This message came from outside your organization.



Hello, your package has been delivered.

Delivery Date: Friday, 11/29/2024
Delivery Time: 2:14 PM
Left At: FRONT DOOR



[Set Delivery Instructions](#)


[Manage Preferences](#)

[View My Packages](#)

GIBSON DUNN CRUTCHER

Tracking Number: [1Z274826NT90871341](#)

JAMES MCGOVERN

Ship To: 

Number of Packages: 1

UPS Service: UPS Next Day Air®

Package Weight: 1.0 LBS

Reference Number: 36645-00002

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EXHIBIT C

From: [James McGovern](#)
To: [Refvem, Jill C.](#)
Subject: Re: Gartner, Inc. - Deficiency Notice (McGovern)
Date: Monday, December 9, 2024 10:15:14 AM
Attachments: [LPL-Gartner.pdf](#)

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This message came from outside your organization.

Attaching a statement indicating my holdings in Gartner. I am also making myself available every Monday and Friday between 6am and 9am for a 1/2 hour conversation. I hope this is enough for you to move this along.

On 11/27/2024 12:16 PM EST Refvem, Jill C. <jrefvem@gibsondunn.com> wrote:

Mr. McGovern –

On behalf of Gartner, Inc., attached please find correspondence regarding the shareholder proposal you submitted.

We would appreciate you kindly confirming receipt of this correspondence.

Best,

Jill

Jill Refvem
[Associate Attorney](#)

[T: +1 202.887.3794](tel:+12028873794)
JRefvem@gibsondunn.com

GIBSON DUNN
Gibson, Dunn & Crutcher LLP
1700 M Street, N.W., Washington, D.C. 20036-4504

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Please see our website at <https://www.gibsondunn.com/> for information regarding the firm and/or our privacy policy.

JAMES MCGOVERN

Your Account Executive :
COTE/MCCAUGHEY
 ONE MONARCH PL SUITE 2010
 SPRINGFIELD, MA 01144-1099
 (774) 241-3890



INVESTMENT OBJECTIVE
 Growth with Income

January 1, 2024

October 31, 2024

November 30, 2024

Account Summary

Investment Account	Current Month 11/01 - 11/30	Quarter to Date 10/01 - 11/30	Year to Date 01/01 - 11/30
Starting Value			
Inflows			
Outflows			
Change in Market Value			
Total Ending Value			

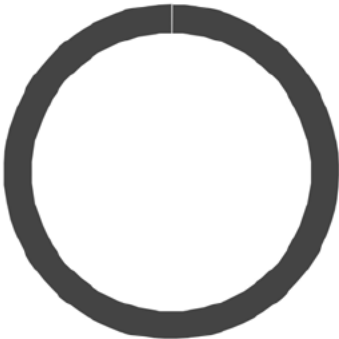
Account Statement November 2024

November 1, 2024–November 30, 2024

Account Ending in [REDACTED]

Asset Allocation

Asset Allocation data reflects the breakdown of assets in your accounts, including the assets held within any mutual funds and ETFs. The amounts may differ from asset values shown elsewhere in the statement.



Asset Type	Asset Value	%
<div><div></div>Cash*</div>		
<div><div></div>Equities</div>		
<div><div></div>Undefined</div>		
<div><div></div>Total</div>		

EXPLORE MORE



Explore a new interactive version of this summary, access documents, and take action on important Shareholder voting rights.

Account Holdings

Cash and Cash Equivalents

Description	Interest/Dividend Paid 11/01 - 11/30	Interest/Dividend Rate ²	Current Balance
INSURED CASH ACCOUNT ³	[REDACTED]		
[REDACTED]			
TOTAL INSURED CASH ACCOUNT			
Total Cash and Cash Equivalents	[REDACTED]		

Equities and Options

Visit our digital client experience to see lot level details, average cost per share, current market values and more.

Security ID / Description	Quantity	Market Value	Cost Basis	Purchase Cost	Est Annual Income ^a
	Price		Unrealized G/L	Investment G/L	Est 30-Day Yield ^a
IT GARTNER INC _c	263.000 \$517.9300	\$136,215.59	\$34,434.05 \$101,781.54	\$34,434.05 \$101,781.54	
Total		\$136,215.59	\$34,434.05 \$101,781.54	\$34,434.05 \$101,781.54	

^c Dividends and/or capital gains distributed by this security will be distributed as cash.

² Bank Deposit Sweep interest is the current rate. Money Market Sweep dividend is a 30-day yield.
³ Bank Deposit Sweep Accounts are FDIC insured, are not obligations of LPL Financial or SIPC, and are not available for margin purposes. See message section for further information.
^a Refer to the statement message titled ESTIMATED ANNUAL INCOME (EAI) AND ESTIMATED YIELD (EY) for information on how this figure is calculated.

GIBSON DUNN

EXHIBIT D

From: PII
To: [Refvem, Jill C.](#)
Subject: Re: Gartner, Inc. - Deficiency Notice (McGovern)
Date: Monday, December 9, 2024 4:26:22 PM

This Message Is From an External Sender
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Also attaching a statement from e-Trade as proof of ownership of gartner. Hope there will be no more lawyer impediments. I intend to hold Gartner stock for at least another year but most certainly till the annual meeting occurs.

On 12/09/2024 10:11 AM EST James McGovern <[REDACTED]> wrote:

Attaching a statement indicating my holdings in Gartner. I am also making myself available every Monday and Friday between 6am and 9am for a 1/2 hour conversation. I hope this is enough for you to move this along.

On 11/27/2024 12:16 PM EST Refvem, Jill C.
<jrefvem@gibsondunn.com> wrote:

Mr. McGovern –

On behalf of Gartner, Inc., attached please find correspondence regarding the shareholder proposal you submitted.

We would appreciate you kindly confirming receipt of this correspondence.

Best,

Jill

Jill Refvem
[Associate Attorney](#)

[T: +1 202.887.3794](tel:+12028873794)
JRefvem@gibsondunn.com

GIBSON DUNN
Gibson, Dunn & Crutcher LLP
1700 M Street, N.W., Washington, D.C. 20036-4504

GIBSON DUNN

EXHIBIT E

From: PII
To: [Refvem, Jill C.](#)
Subject: Re: Automatic reply: Gartner, Inc. - Deficiency Notice (McGovern)
Date: Monday, December 9, 2024 5:25:42 PM
Attachments: [ClientStatements_3239_123121.pdf](#)

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Another document showing I have owned the stock for a long time that you can churn on.

On 12/09/2024 10:15 AM EST Refvem, Jill C. <jrefvem@gibsondunn.com> wrote:

I am currently out of office, returning Tuesday, December 10th. Please excuse any delay in response.

This message may contain confidential and privileged information for the sole use of the intended recipient. Any review, disclosure, distribution by others or forwarding without express permission is strictly prohibited. If it has been sent to you in error, please reply to advise the sender of the error and then immediately delete this message.

Please see our website at <https://www.gibsondunn.com/> for information regarding the firm and/or our privacy policy.



October 1, 2021 - December 31, 2021

Account Number: [REDACTED]

Account Type: INDIVIDUAL

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Jersey City, NJ 07303-0484

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IMPORTANT INFORMATION**Why not get your statements, confirmations, and tax documents online?**Enroll for paperless delivery today at etrade.com/paperless.JAMES MCGOVERN
[REDACTED]**Account At A Glance**

\$90,556.24

\$99,627.36

As of 09/30/21

As of 12/31/21

Net Change: \$9,071.12

DETACH HERE ▲

JAMES MCGOVERN
[REDACTED]

DETACH HERE ▲

Use This Deposit Slip**Acct:** [REDACTED]**Please do not send cash**

Make checks payable to E*TRADE Securities LLC

Mail deposits to:

TOTAL DEPOSIT

Dollars	Cents

E*TRADE SECURITIES LLC

P.O. Box 484

Jersey City, NJ 07303-0484

PII
[REDACTED]E*TRADE Securities
Investment Account

E*TRADE®



Please refer to the E*TRADE Securities LLC ("ETS") Customer Agreement (the "Customer Agreement") at www.etrade.com/custagree for a complete discussion of the terms and conditions governing your account and the Relationship Summary at www.etrade.com/formers for information about ETS services. If you have questions regarding the Customer Agreement, your account, or positions and balances please contact us through etrade.com or call 800-ETRADE1. THE INFORMATION CONTAINED IN YOUR ACCOUNT STATEMENT SHALL BE BINDING UPON YOU IF YOU DO NOT OBJECT, EITHER IN WRITING OR VIA ELECTRONIC MAIL, WITHIN FIVE (5) DAYS AFTER THE ACCOUNT STATEMENT IS FIRST RECEIVED BY YOU.

Securities products and services are offered by ETS, Member FINRA/SIPC. Your account is carried by ETS, Member FINRA/SIPC, which maintains your funds and securities deposited with ETS directly by you or your advisor firm. Please review this statement carefully. If you disagree with any transaction, or if there are any errors or omissions, please notify us at 800-ETRADE1 within five (5) days of your receipt of this statement. Any oral statements that you have made to us should be confirmed in writing.

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Applicable Rules and Regulations. All transactions in your account shall be subject to the constitution, rules, regulations, customs, and usages of the exchange or market, and its clearing house, where the transactions are executed by ETS or its agents, including ETS affiliates. Also, where applicable, the transactions shall be subject to the provisions of the Securities Act of 1933, as amended, the Securities Exchange Act of 1934, as amended, and the rules and regulations of the Securities and Exchange Commission ("SEC"), the Board of Governors of the Federal Reserve System, and any applicable self-regulatory organization. For information about FINRA's Broker Check Program, including an investor brochure, please contact FINRA at 800-289-9898 or www.finra.org.

Securities Pricing. The amounts printed in the total market value column of the Account Holdings section, or any amounts derived therefrom, are based on US month end prices and are provided by outside quotation services for the securities held by us in your account. Prices of municipal bonds, certain over-the-counter securities, and federal obligations are approximations and are only for guidance purposes. Prices used are based on the last reported transaction known to the quotation services or the yields or values that are calculated on the basis of these prices. Value of brokered CDs reflected on this statement is estimated by a third-party pricing service. Actual value may differ if you elect to sell your CD(s) in the secondary market. Bonds and/or fixed income securities trade differently than equity securities and do not trade on a liquid exchange. Rather, they trade in the OTC (over-the-counter) market and sufficient liquidity may not exist for you to sell your position prior to maturity. The sale of instruments prior to maturity may result in a loss of principal.

Interest/Dividends. We are required by law to report annually to you and to the Internal Revenue Service on Form 1099 any taxable interest, dividends, and capital gains credited to your account, as well as any taxes withheld. The year-to-date figures shown on your statement reflects these amounts classified to the best of our current knowledge based on activity. In certain circumstances, payments may be subject to reclassification, such reclassifications will be reflected to the Internal Revenue Service on your Form 1099. Your statement may not reflect all adjustments required for tax purposes, please refer to your tax documents.

SIPC and other Insurance Coverage. ETS is a member of the Securities Investor Protection Corporation ("SIPC"). SIPC currently protects the assets in each of your securities accounts at ETS up to \$500,000 (including \$250,000 for claims for cash). Visit www.sipc.org or call 202-371-8300 for more information including a brochure on SIPC protection. (Please note that money market mutual fund balances are considered securities rather than cash.) Additional protection for ETS has been secured through an independent insurer, more information about which can be found at <https://us.etrade.com/customer-service/faq>. The market risks associated with investing and any resulting losses are not covered by SIPC or the additional protection.

Payment for Order Flow. The SEC (and FINRA) requires that all broker-dealers inform their customers when a new account is opened, and on an annual basis thereafter, of payment for order flow practices (compensation received for placing orders through specialists on national securities exchanges, over-the-counter market makers, alternative trading systems, and ECN's (collectively, "market centers"). Consistent with the overriding principle of best execution, ETS routes orders to various market centers. ETS receives remuneration (generally in the form of per share cash payments or through profit sharing arrangements) for routing orders in securities to particular market centers for execution. Such remuneration is considered compensation to ETS, and the source and amount of any compensation received in connection with your transaction will be disclosed to you upon written request. ETS posts SEC Rule 606 quarterly reports that include order routing disclosures including the material aspects of the firms' relationships with outside market centers at www.etrade.com. In addition, on request, ETS may provide the identity of the venue to which your orders were routed for execution in the six months prior to the request, whether the orders were directed orders or nondirected orders, and the time of the transactions, if any, that resulted from such orders. ETS regularly assesses the execution quality provided by the market centers to which we route order flow in seeking best execution for our clients. For non-directed client orders, it is our policy to route orders to market centers based on a number of factors that are more fully discussed in the Supplemental Materials of FINRA Rule 5310, including where applicable, but not necessarily limited to, speed of execution, price improvement opportunities, differences in price dis-improvement, likelihood of executions, the marketability of the order, size guarantees, service levels and support, the reliability of order handling systems, customer needs and expectations, transaction costs and whether the firm will receive remuneration for routing order flow to such market centers. Price improvement is available under certain market conditions and for certain order types and we regularly monitor executions to test for such improvement if available.

Margin Accounts. The amount of margin required will be the greater of the (1) amount required by applicable laws, regulations, rules of applicable self-regulatory organizations and clearinghouses, or (2) amount required by ETS in its sole discretion. You will be charged interest on a daily basis on all debit balances that you owe to ETS and on credit extended to you by ETS for the purpose of purchasing, carrying, or trading in securities or otherwise. Interest is calculated on a 360-day basis using settlement date balances. Except as otherwise agreed by you and ETS, the applicable interest rate for margin loans will be determined by adding the prevailing base rate and the applicable sliding scale percentage rate, which is in turn determined by your average daily debit balance. Your stated interest rate is subject to change without notice during each period in accordance with fluctuations in your average daily debit balance and changes to the base rate that are attributable to a change in the Federal Funds rate. ETS will provide you with at least 30 days' prior written notice before changing your stated interest rate for any other reason. Information about ETS's base rate is available upon written request to ETS. For more information on how ETS calculates interest, please see the Customer Agreement. If you have a margin account, this statement is a combined statement for both your margin account and special memorandum account. The permanent record of the separate account as required by Regulation T of the Federal Reserve Board is available for your inspection.

Free Credit Balances. Any cash balances in your securities account, which represent an obligation of ETS, are payable to you upon demand and referred to as free credit balances. Your free credit cash balances: 1) can be maintained in the securities account and will earn interest through the "Cash Balance Program" as more fully described at <https://us.etrade.com/options-uninvested-cash>, and 2) as such are held unsegregated and may be used by ETS in the conduct of its business, subject to the limitations of Rule 15c3-3 under the Securities Exchange Act of 1934. Your free credit cash balances can alternatively be directed to other cash balance options. For E*TRADE Advisor Services clients your uninvested cash will be automatically swept into the Advisor Sweep Deposit Account Program ("ASDA Program"). For current rates and other information, speak to your investment advisor or call 866-789-0755. We will provide you with a copy of the ASDA Program Customer Agreement which can also be found at <http://www.etrade.com/easconnectsweepagree> or requested by calling 866-789-0755.

Other Cash Balance Option. In addition to the Cash Balance Program you may have the option to have free credit balances in your securities account automatically transferred to a bank sweep product, which is an account at a bank (or banks, collectively, "Program Banks") whose deposits are insured by the FDIC, but which are not obligations of ETS. Accounts opened prior to May 10, 2018 may also be eligible to have their free credit balances transferred to certain money market mutual funds. For information about the products available for free credit balances go to www.etrade.com/sweepoptions ("Sweep Program"). The products available under the Sweep Program may change at any time. Notification of changes will be provided to the extent required by applicable law. Additionally, you may at any time change your selection among the products available in the Sweep Program. You may elect, subject to any limitation set forth in any Sweep Program agreement or, with respect to an account at a bank, under federal banking laws (which includes, without limitation, program banks' potential requirement of seven days' notice before permitting a withdrawal or transfer of funds from such account) that the balance in the bank deposit account be returned, or shares of the money market mutual fund in which you have a beneficial interest be liquidated and the proceeds returned, as applicable, to the securities account or remitted to you. With respect to your decision to participate in a bank sweep product, please remember you are responsible for monitoring the cash balance of your bank sweep accounts deposited with the Program Banks to determine whether you have total deposit balances held in the same capacity at any Program Bank in excess of the \$250,000 FDIC deposit insurance limit.

Options Trading. If you are approved for options trading, you are responsible for advising ETS of any material changes in your investment objectives or financial situation. Additionally, further information regarding commissions and other charges related to the execution of option transactions has been included in the confirmations of such transactions previously provided to you. Such information will also be made available promptly upon request.

Random Allocation of Options Assignment Notices. Assignment notices for short option contracts are allocated among customer short option positions in accordance with a random allocation method. A detailed description of ETS's random allocation method is available at etrade.com and a hard copy of the allocation procedures is available upon request.

Financial Statement. A financial statement of ETS is available for your inspection at its offices or at etrade.com or will be mailed to you upon your written request.

Valuation of Certain Alternative Investments (including DPP and REIT securities). Account statements for Individual Retirement Accounts may include valuations for alternative investments. The values of such investments are estimated and reflect either the most recent valuation provided to ETS by the issuer of the investment, or a valuation provided by an independent third party, which ETS will obtain as part of its services, on an annual or more frequent basis. ETS does not provide a guarantee of the value or the appropriateness of the appraisal methodology applied by the independent third party in providing a value and ETS assumes no responsibility for verifying the accuracy of any valuation presented. Failure of the issuer to provide a timely valuation is your sole responsibility. The investment may reflect no value if a valuation was unavailable or is inaccurate. Investment in non-publicly traded securities, which includes alternative investments, often involves higher risk and less liquidity than other investments. Because there is generally no secondary market for alternative investments, the values reported to you should not be relied upon as any indication of market value. You may be able to sell your interests in the alternative investments held in your account, if at all, only for amounts that are substantially less than their purchase price or the estimated values on your account statements. If your statement reflects a distribution that included a return of capital on Direct Participation Programs and/or REITs, please note that said distributions are reported and a net investment per share estimated value is also reported. Pricing and distribution information has been provided by the sponsor, issuer or other external party responsible for reporting of the DPP or REIT and the classification of distributions as income or return of capital, in whole or in part, is subject to final accounting by such party(ies) and will be reported to you on a Form 1099 or K-1, as applicable.

In case of errors or questions about your Electronic Fund Transfers please contact us at 800-ETRADE-1 immediately or in writing at E*TRADE Securities LLC, P.O. Box 484, Jersey City, NJ 07303-0484 or by visiting etrade.com, if you think your statement or receipt is wrong or if you need more information about a transfer on the statement or receipt. The information contained in your account statement shall be binding upon you if you do not object within sixty (60) days in any transfer of funds subject to Regulation E, such as ATM and point-of-sale transfers, debit transactions, direct deposits, and withdrawals. We must hear from you no later than 60 days after we sent you the FIRST statement on which the error or problem appeared.

- (1) Tell us your name and account number.
- (2) Describe the error or the transfer you are unsure about, and explain as clearly as you can why you believe it is an error or why you need more information.
- (3) Tell us the dollar amount of the suspected error.

We will investigate your complaint and will correct any error promptly. If we take more than 10 business days to do this, we will credit your account for the amount you think is in error, so that you will have the use of the money during the time it takes us to complete our investigation.

ETS is an indirect subsidiary of E*TRADE Financial Corporation. If you have a complaint, please call 800-ETRADE1, or write to: E*TRADE Securities LLC, P.O. Box 484, Jersey City, NJ 07303-0484.

Definitions:

Activity/Trade Date. Trade date or transaction date of other entries.
Total Portfolio Percent. Percentage of your holding by issue of security.
DIV/CPN% Yield. Annual dividend or bond % yield.

Open Orders. Buy or sell orders for securities that have not yet been executed or canceled.
Symbol/CUSIP. The symbol or identification number for each security.

*** Denotes a security where either the country of issue or country of incorporation of the issuer is outside the US.

Pending and Unsettled Transactions. Based on the timing of statement generation, the value of certain unsettled trades and/or pending transactions (e.g., transactions that take place or settle after the last business day of the month) may not be reflected on your statement. Please e-mail us through etrade.com or call 800-ETRADE1 with any questions.



Account Number: [REDACTED]

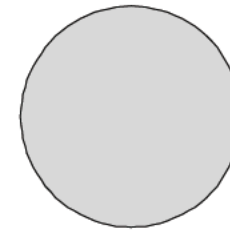
Statement Period : October 1, 2021 - December 31, 2021

Account Type: INDIVIDUAL

Customer Update:**Tax questions? No problem.**Get helpful tips, tools, and key dates in the Tax Center. Visit etrade.com/tax today.**ACCOUNT OVERVIEW**

Last Statement Date: September 30, 2021

Beginning Account Value (On 09/30/21): \$ 90,556.24
 Ending Account Value (On 12/31/21): \$ 99,627.36
 Net Change: \$ 9,071.12

For current rates, please visit etrade.com/rates**ASSET ALLOCATION (AS OF 12/31/21)**

100.00% - Stocks, Options & ETF (Long)

ACCOUNT VALUE SUMMARY

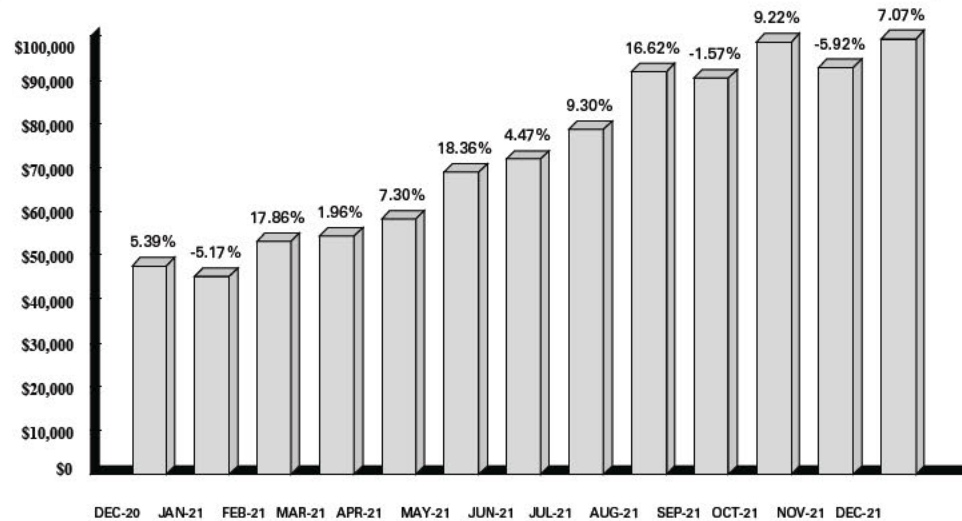
	AS OF 12/31/21	AS OF 09/30/21	% CHANGE
Stocks, Options & ETF (Long)	\$ 99,627.36	\$ 90,556.24	10.02%
Total Value of Securities	\$ 99,627.36	\$ 90,556.24	10.02%
Net Account Value	\$ 99,627.36	\$ 90,556.24	10.02%

Securities products and services are offered by E*TRADE Securities LLC, Member FINRA/SIPC. Sweep Deposit Account is a bank deposit account with E*TRADE Bank, a Federal savings bank, Member FDIC. Sweep deposit accounts at each bank are FDIC-insured up to a maximum of \$250,000. Securities products and cash balances other than Sweep Deposit Account funds are not FDIC-insured, are not guaranteed deposits or obligations of E*TRADE Bank, and are subject to investment risk, including possible loss of the principal invested.

Account Number: XXXXXXXXXX

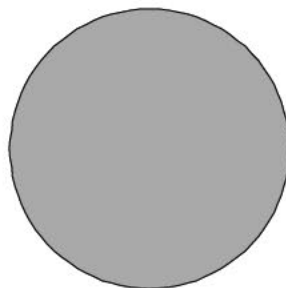
Statement Period : October 1, 2021 - December 31, 2021

Account Type: INDIVIDUAL

NET ACCOUNT VALUE BY MONTH END

ACCOUNT TRANSACTION SUMMARY

DESCRIPTION	THIS PERIOD	YEAR TO DATE
-------------	-------------	--------------

NO ACTIVITY THIS PERIOD

TOP 10 ACCOUNT HOLDINGS (AS OF 12/31/21)


100.00% - IT



Account Number: [REDACTED]

Statement Period : October 1, 2021 - December 31, 2021

Account Type: INDIVIDUAL

ACCOUNT HOLDINGS

STOCKS, OPTIONS & EXCHANGE-TRADED FUNDS (100.00% of Holdings)

DESCRIPTION	SYMBOL/ CUSIP	ACCT TYPE	QUANTITY	PRICE	TOTAL MKT VALUE	PORTFOLIO (%)	EST. ANNUAL INCOME	EST. ANNUAL YIELD (%)
GARTNER INC	IT	StkPln	298	334.3200	99,627.36	100.00		
TOTAL STOCKS, OPTIONS & ETF					\$99,627.36	100.00%		
TOTAL PRICED PORTFOLIO HOLDINGS (ON 12/31/21)					\$99,627.36			

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EXHIBIT F

From: [Refvem, Jill C.](#)
To: [REDACTED]
Cc: [Lapitskaya, Julia](#)
Bcc: [Zyskowski, Lori](#); [Korvin, David](#)
Subject: RE: Gartner, Inc. - Deficiency Notice (McGovern)
Date: Wednesday, December 11, 2024 6:34:24 PM
Attachments: [Gartner, Inc. - Deficiency Notice \(McGovern\) \(2\).pdf](#)

Mr. McGovern –

On behalf of Gartner, Inc., attached please find additional correspondence regarding the shareholder proposal you submitted. A paper copy of this correspondence is being delivered to you via UPS as well.

We would appreciate you kindly confirming receipt of this correspondence.

Sincerely,

Jill Refvem
[Associate Attorney](#)

T: +1 202.887.3794
JRefvem@gibsondunn.com

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Gibson, Dunn & Crutcher LLP
1700 M Street, N.W., Washington, D.C. 20036-4504

From: James McGovern <[REDACTED]>
Sent: Monday, December 9, 2024 4:25 PM
To: Refvem, Jill C. <JRefvem@gibsondunn.com>
Subject: Re: Gartner, Inc. - Deficiency Notice (McGovern)

This Message Is From an External Sender
This message came from outside your organization.

Also attaching a statement from e-Trade as proof of ownership of gartner. Hope there will be no more lawyer impediments. I intend to hold Gartner stock for at least another year but most certainly till the annual meeting occurs.

On 12/09/2024 10:11 AM EST James McGovern <[REDACTED]>
wrote:

Attaching a statement indicating my holdings in Gartner. I am also making myself available every Monday and Friday between 6am and 9am for a 1/2 hour

December 11, 2024

VIA OVERNIGHT MAIL AND EMAIL

James McGovern



Dear Mr. McGovern:

I am writing on behalf of Gartner, Inc. (the “**Company**”), which received on November 21, 2024, your stockholder proposal entitled “Shareholder Resolution Proposal: Increased diversity and transparency in legal matters” (the “**Proposal**”) that you submitted for inclusion in the proxy statement for the Company’s 2025 Annual Meeting of Stockholders via USPS on November 15, 2024 (the “**Submission Date**”) pursuant to Securities and Exchange Commission (“**SEC**”) Rule 14a-8 (the “**Submission**”). In the deficiency notice the Company sent you on November 27, 2024, we notified you of the requirements of Rule 14a-8 and how to cure the procedural deficiencies associated with the Proposal (the “**Deficiency Notice**”). The purpose of this second deficiency notice is to notify you of the defects associated with your December 9, 2024 email responses, which included account statements from LPL Financial (the “**LPL Account Statement**”) and E*TRADE (the “**E*TRADE Account Statement**,” and collectively the “**Account Statements**”).

As previously noted in the Deficiency Notice, Rule 14a-8(b) under the Securities Exchange Act of 1934, as amended, provides that a stockholder proponent must submit sufficient proof of its continuous ownership of company shares preceding and including the submission date. Thus, with respect to the Proposal, Rule 14a-8 requires that you demonstrate that you continuously owned at least:

- (1) \$2,000 in market value of the Company’s shares entitled to vote on the Proposal for at least three years preceding and including the Submission Date;
- (2) \$15,000 in market value of the Company’s shares entitled to vote on the Proposal for at least two years preceding and including the Submission Date;
or
- (3) \$25,000 in market value of the Company’s shares entitled to vote on the Proposal for at least one year preceding and including the Submission Date (each an “**Ownership Requirement**,” and collectively, the “**Ownership Requirements**”).

GIBSON DUNN

Mr. McGovern
December 11, 2024
Page 2

The Company's stock records do not indicate that you are the record owner of sufficient shares to satisfy any of the Ownership Requirements. In addition, to date the Company has not received proof that you have satisfied any of the Ownership Requirements. Neither the LPL Account Statement (which is identified as your account statement for November 2024) nor the E*TRADE Account Statement (which is identified as your account statement for the period of "October 1, 2021 - December 31, 2021") is adequate proof that you have continuously held sufficient Company shares to satisfy any of the Ownership Requirements above. Additionally, a combined reading of the Account Statements is also not adequate proof that you have continuously held sufficient Company shares to satisfy any of the Ownership Requirements above. In this regard, as explained below and in Staff Legal Bulletin No. 14 (enclosed herewith), a stockholder's monthly, quarterly, or other periodic investment statements are insufficient to demonstrate continuous ownership of shares to satisfy any of the Ownership Requirements.

To remedy this defect, you must obtain new proof of ownership verifying that you have satisfied at least one of the Ownership Requirements. As explained in Rule 14a-8(b) and in SEC staff guidance, sufficient proof must be in the form of either:

- (1) a written statement from the "record" holder of your shares (usually a broker or a bank) verifying that, at the time you submitted the Proposal (the Submission Date), you continuously held the requisite amount of Company shares to satisfy at least one of the Ownership Requirements above; or
- (2) if you were required to and have filed with the SEC a Schedule 13D, Schedule 13G, Form 3, Form 4 or Form 5, or amendments to those documents or updated forms, demonstrating that you met at least one of the Ownership Requirements above, a copy of the schedule and/or form, and any subsequent amendments reporting a change in the ownership level and a written statement that you continuously held the requisite amount of Company shares to satisfy at least one of the Ownership Requirements above.

If your shares were held by more than one "record" holder over the course of the applicable one-, two-, or three-year ownership period (which appears to be the case based on the Account Statements that you provided), then confirmation of ownership needs to be obtained from each record holder (which based on the Account Statements would be LPL Financial and E*TRADE) with respect to the time during which it held the shares on your behalf, and those documents must collectively demonstrate your continuous ownership of sufficient shares to satisfy at least one of the Ownership Requirements.

GIBSON DUNN

Mr. McGovern
December 11, 2024
Page 3

If you intend to demonstrate ownership by submitting a written statement from the “record” holder of your shares as set forth in (1) above, please note that most large U.S. brokers and banks deposit their customers’ securities with, and hold those securities through, the Depository Trust Company (“**DTC**”), a registered clearing agency that acts as a securities depository (DTC is also known through the account name of Cede & Co.). Under SEC Staff Legal Bulletin No. 14F, only DTC participants are viewed as record holders of securities that are deposited at DTC. You can confirm whether your broker or bank is a DTC participant by asking your broker or bank or by checking DTC’s participant list, which is available at <https://www.dtcc.com/client-center/dtc-directories>. If a stockholder’s shares are held through DTC, the stockholder needs to obtain and submit to the Company proof of ownership from the DTC participant through which the securities are held, as follows:

- (1) If your broker or bank is a DTC participant, then you need to obtain and submit a written statement from your broker or bank verifying that you continuously held the requisite amount of Company shares to satisfy at least one of the Ownership Requirements above.
- (2) If your broker or bank is not a DTC participant, then you need to obtain and submit proof of ownership from the DTC participant through which the shares are held verifying that you continuously held the requisite amount of Company shares to satisfy at least one of the Ownership Requirements above. You should be able to find out the identity of the DTC participant by asking your broker or bank. If your broker is an introducing broker, you may also be able to learn the identity and telephone number of the DTC participant through your account statements, because the clearing broker identified on your account statements will generally be a DTC participant. If the DTC participant that holds your shares is not able to confirm your individual holdings but is able to confirm the holdings of your broker or bank, then you need to satisfy the proof of ownership requirements by obtaining and submitting two proof of ownership statements verifying that you continuously held Company shares satisfying at least one of the Ownership Requirements above: (i) one from your broker or bank confirming your ownership, and (ii) the other from the DTC participant confirming the broker or bank’s ownership.

The SEC’s rules require that any response correcting the deficiencies described in this letter must be postmarked or transmitted electronically no later than 14 calendar days from the date you receive this letter. Please address any response to me at 200 Park Avenue, New York, NY 10166. Alternatively, you may transmit any response by

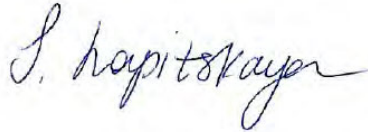
GIBSON DUNN

Mr. McGovern
December 11, 2024
Page 4

email to me at jlapitskaya@gibsondunn.com. Please note that the SEC's staff has stated that a proponent is responsible for confirming our receipt of any correspondence transmitted in response to this letter.

If you have any questions with respect to the foregoing, please contact me at (212) 351-2354. For your reference, I enclose a copy of Rule 14a-8, Staff Legal Bulletin No. 14, Staff Legal Bulletin No. 14F and Staff Legal Bulletin No. 14L.

Sincerely,

A handwritten signature in dark ink, appearing to read "J. Lapitskaya", written in a cursive style.

Julia Lapitskaya

Enclosures

From: [Microsoft Outlook](#)
To: [REDACTED] PII
Subject: Relayed: RE: Gartner, Inc. - Deficiency Notice (McGovern)
Date: Wednesday, December 11, 2024 6:36:48 PM
Attachments: [RE Gartner Inc. - Deficiency Notice \(McGovern\).msg](#)

Delivery to these recipients or groups is complete, but no delivery notification was sent by the destination server:

[REDACTED]
Subject: RE: Gartner, Inc. - Deficiency Notice (McGovern)

From: [UPS](#)
To: [Refvem, Jill C.](#)
Subject: UPS Delivery Notification, Tracking Number 1Z975463NT95761604
Date: Thursday, December 12, 2024 5:39:24 PM

This Message Is From an External Sender
This message came from outside your organization.



Hello, your package has been delivered.

Delivery Date: Thursday, 12/12/2024

Delivery Time: 5:36 PM

Left At: FRONT DOOR



[Set Delivery Instructions](#)

[Manage Preferences](#)

[View My Packages](#)

GIBSON DUNN AND CRUTCHER

Tracking Number: [1Z975463NT95761604](#)

JAMES MCGOVERN

Ship To:



Number of Packages: 1

UPS Service: UPS Next Day Air®

Package Weight: 0.5 LBS

Reference Number: 36645-00002

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EXHIBIT G

From: PII
To: [Refvem, Jill C.](#)
Cc: [Cote, Peter](#); [Dias, Julia](#); [Flavia McCaughey](#)
Subject: Re: Gartner Inc Letter from LPL
Date: Monday, December 30, 2024 4:44:09 PM

This Message Is From an External Sender
This message came from outside your organization.

Jill, let me know if this meets your need. Otherwise, reply all indicating what else they could share...

On 12/30/2024 11:10 AM EST Flavia McCaughey
<[REDACTED]> wrote:

Good morning James,

I hope you had a nice weekend. Please see attached for the letter from LPL
Financial needed for Gartner Inc. A physical copy is also being sent.

Best wishes,

Flavia



Flavia McCaughey

Vice President

FR Investment Group



774-241-3890
[REDACTED]
<https://www.frinvestmentgroup.com>
One Monarch Place Suite 2010, Springfield, MA
01144



[Create Your Own Free Signature](#)

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EXHIBIT H



IMI
\$001.50[®]
12/30/2024 ZIP 29715
043M32205853

US POST

Office/Bldg
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(Floor / Room)
49 / NY-49067

Received
Jan 13, 2025
14:03

Palumbo, Debra... (+1 212.351.3863)
(Lapitskaya, Juli... (+1 212.351.2354))

Sender
LPL FINANCIAL

INB0257067



Signature Required

Gibson, Dunn & Crutcher LLP
Attn: Julia Lapitskaya
1700 M St NW
Washington, DC 20036

NY

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