

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 13E-4

ISSUER TENDER OFFER STATEMENT  
(PURSUANT TO SECTION 13(e)(1) OF THE SECURITIES EXCHANGE ACT OF 1934)

(AMENDMENT NO. 2)

GARTNER GROUP, INC.

(NAME OF ISSUER)

GARTNER GROUP, INC.  
(NAME OF PERSON(S) FILING STATEMENT)

COMMON STOCK, CLASS A, PAR VALUE \$0.0005 PER SHARE  
COMMON STOCK, CLASS B, PAR VALUE \$0.0005 PER SHARE  
(TITLE OF CLASS OF SECURITIES)

366651 10 7 (CLASS A COMMON STOCK)  
366651 20 6 (CLASS B COMMON STOCK)  
(CUSIP NUMBER OF CLASS OF SECURITIES)

MICHAEL D. FLEISHER  
GARTNER GROUP, INC.  
56 TOP GALLANT ROAD  
STAMFORD, CT 06904  
(203) 964-0096

(NAME, ADDRESS AND TELEPHONE NUMBER OF PERSON AUTHORIZED TO RECEIVE NOTICES AND  
COMMUNICATIONS ON BEHALF OF THE PERSON(S) FILING STATEMENT)

COPY TO:

HOWARD S. ZEPRUN, ESQ.  
WILSON SONSINI GOODRICH & ROSATI  
650 PAGE MILL ROAD  
PALO ALTO, CA 94304  
(650) 493-9300

JULY 27, 1999

(DATE TENDER OFFER FIRST PUBLISHED, SENT OR GIVEN TO SECURITY HOLDERS)

This Amendment No. 2 to the Issuer Tender Offer Statement on Schedule 13E-4 originally filed with the Securities and Exchange Commission on July 27, 1999 (the "Schedule 13E-4") relates to the offer by Gartner Group, Inc., a Delaware corporation (the "Company" or the "Issuer"), to purchase up to 15,700,000 shares of its Common Stock, par value \$0.0005 per share, consisting of 9,600,000 shares of Common Stock, Class A ("Class A Common Stock") and 6,100,000 shares of Common Stock, Class B ("Class B Common Stock"; together with the Class A Common Stock, the "Common Stock" or the "Shares"). Such shares shall be repurchased at prices not less than \$21 nor more than \$24 per share, net to the seller in cash, without interest thereon, as specified by stockholders tendering their Shares, upon the terms and subject to the conditions set forth in the Offer to Purchase dated July 27, 1999 (the "Offer to Purchase") and in the related Letter of Transmittal (which, as amended or supplemented from time to time, together constitute the "Offer"), and is intended to satisfy the reporting requirements of Section 13(e) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Pursuant to Rule 13e-4(f)(1)(ii) under the Exchange Act, the total number of shares to be repurchased may be increased to 17,793,644 shares, consisting of 10,879,851 shares of Class A Common Stock and 6,913,793 shares of Class B Common Stock.

ITEM 8. ADDITIONAL INFORMATION.

Item 8(e) is hereby amended and supplemented to add the following information:

(e) The expiration date for the Offer was originally Tuesday, August 24, 1999, at 12:00 Midnight, New York City time. On August 24, 1999 the Company announced the extension of the expiration date of the Offer to Tuesday, August 31, 1999 at 12:00 Midnight, New York City time, unless further extended by the Company.

The Company has issued press releases announcing a reduction in force by the Company and the extension of the Offer. Copies of the press releases are attached hereto as Exhibits(a)(13) and (a)(14) and are incorporated herein by reference.

ITEM 9. MATERIAL TO BE FILED AS EXHIBITS.

Item 9 of Schedule 13E-4 is hereby amended and supplemented to add the following exhibits:

- (a)(13) Press Release dated August 24, 1999.
- (a)(14) Press Release dated August 24, 1999.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: August 24, 1999

GARTNER GROUP, INC.

By: /s/ MICHAEL D. FLEISHER

-----  
 Name: Michael D. Fleisher  
 Title: Executive Vice President  
 and

Chief Financial Officer



EXHIBIT INDEX

EXHIBIT NUMBER -----	DESCRIPTION -----
(a)(13)	Press Release dated August 24, 1999.
(a)(14)	Press Release dated August 24, 1999.

GARTNERGROUP ANNOUNCES 5 PERCENT WORKFORCE REDUCTION  
COMPANY FOCUS ON E-BUSINESS DRIVES REORGANIZATION

Stamford, Conn. - August 24, 1999 - Gartner Group, Inc. (NYSE: IT), the world's leading authority on information technology (IT), today announced a reduction in its workforce aimed at refocusing resources on the company's newly launched GartnerE initiative.

The company reduced its staff by approximately 175 people and now has 3,245 employees worldwide. Reductions took place throughout North and Latin America, Asia/Pacific and Europe. The move decreases staff by five percent.

In late July, GartnerGroup introduced a comprehensive GartnerE initiative which included the launch of 33 products and services covering the full spectrum of issues driving e-business. Additional GartnerE product and service launches are planned throughout fiscal 2000. The Company will focus its hiring efforts on positions that best meet the needs of the restructured organization, and anticipates hiring specialized e-business personnel as it ramps up its GartnerE product suite.

GartnerGroup anticipates that a one-time charge will be taken related to severance, benefits and outplacement services associated with the workforce reduction. In addition, the company's board of directors has approved a special one-time cash incentive plan designed to enhance retention of key personnel. The impact of these two strategic actions will result in one-time charges of approximately \$19 million to \$22 million in the fourth quarter of fiscal 1999. Additional charges related to the special incentive plan of approximately \$5 million to \$7 million, and \$11 million to \$13 million, will be taken in the Company's first and second quarters of fiscal 2000, respectively.

"While these reductions in personnel are difficult, they are also necessary as we respond to client demand for our e-business expertise," said William T. Clifford, GartnerGroup's President and CEO. "Our emerging e-business capabilities complement our core IT foundation to ensure the long-term positioning of GartnerGroup as the world's leading authority on IT."

About GartnerGroup

As the world's leading authority on IT, GartnerGroup provides clients with a wide range of products and services in the areas of IT advisory services, measurement, research, decision support, analysis and consulting. Founded in 1979, with headquarters in Stamford, Conn., GartnerGroup is at the center of a global community serving Fortune 1000 companies from 80 locations worldwide. GartnerGroup's unique capabilities and resources help bring clarity to the direction of the world's hottest and most volatile industry. Additional information about the company is available on the World Wide Web at [www.gartner.com](http://www.gartner.com).

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## GARTNERGROUP ANNOUNCES A FIVE-DAY EXTENSION OF DUTCH AUCTION

Stamford, Conn. - August 24, 1999 - Gartner Group, Inc. (NYSE: IT), the world's leading authority on information technology (IT), today announced that it will extend the tender period of the previously announced "Dutch Auction" tender offer through end-of-day Tuesday, August 31, 1999 (ending at midnight, Eastern Daylight Time). The tender offer commenced on July 27, 1999 and was expected to expire, unless extended, at the end of today, August 24, 1999, at midnight Eastern Daylight Time. The tender period is being extended as a result of today's separate announcement of a five percent reduction in GartnerGroup's workforce in order to reinvest in the Company's recently announced e-business initiatives. This additional time period is intended to allow appropriate dissemination of this information pursuant to applicable securities laws.

As previously announced on July 26, 1999, and in connection with its spin-off from IMS Health (NYSE: RX), GartnerGroup will repurchase approximately 20 percent of its outstanding stock. The stock repurchase will be conducted via a tender offer and via open market purchases.

As part of the Dutch Auction, GartnerGroup will repurchase 15,700,000 shares of Class A Common Stock and Class B Common Stock in the same proportion as the number of shares of each class outstanding, or 9,600,000 shares of Class A Common Stock (61 percent) and 6,100,000 shares of Class B Common Stock (39 percent). The shares of each class of Common Stock shall be purchased at a price not less than \$21.00 and not more than \$24.00 per share, as specified by the tendering stockholders. If stockholders do not tender shares in the proportions set forth above, the company will only purchase the largest number of properly tendered shares of each class that will enable it to maintain these proportions.

Credit Suisse First Boston Corporation is serving as the dealer manager for the tender offer and Morrow & Co., Inc. is serving as information agent. Any questions regarding the Dutch Auction may be directed to the information agent at (800) 662-5200 for banks and brokerage firms and (800) 566-9061 for stockholders. Stockholders may also contact their broker, dealer, commercial bank or trust for assistance concerning the offer.

## About GartnerGroup

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