

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

SCHEDULE TO

Amendment No. 1
TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) or 13(e)(1) OF
THE SECURITIES EXCHANGE ACT OF 1934

FORRESTER RESEARCH, INC.

(Name of Subject Company (Issuer) and Filing Person (Offeror))

Common Stock, par value \$0.01 per share
(Title of Class of Securities)

346563109
(CUSIP Number of Class of Securities)

Forrester Research, Inc.
Gail S. Mann, Esq.
Chief Legal Officer and Secretary
60 Acorn Park Drive
Cambridge, Massachusetts 02140
(617) 613-6000

(Name, address and telephone number of person authorized to
receive notices and communications on behalf of filing person)

Copy to:

Margaret R. Cohen, Esq.
Skadden, Arps, Slate, Meagher & Flom LLP
1 Beacon Street, 31st Floor
Boston, MA 02108
(617) 573-4800

CALCULATION OF FILING FEE

Transaction Valuation⁽¹⁾

\$130,000,000

Amount of Filing Fee⁽²⁾

\$ 17,732

⁽¹⁾ Calculated solely for purposes of determining the amount of the filing fee. This amount is based upon the offer to purchase for not more than \$130,000,000 shares of common stock of Forrester Research, Inc. at a purchase price not greater than \$36.00 per share and not less than \$32.00 per share in cash.

⁽²⁾ The amount of the filing fee, calculated in accordance with Rule 0-11 under the Securities Exchange Act of 1934, as amended, equals \$136.40 per million dollars of the value of the transaction.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid:	\$17,732
Form or Registration No.:	Schedule TO
Filing Party:	Forrester Research, Inc.
Date Filed:	April 3, 2013

Check the box if filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

This Amendment No. 1 (this "Amendment") amends and supplements the Tender Offer Statement on Schedule TO (the "Schedule TO") originally filed with the U.S. Securities and Exchange Commission by Forrester Research, Inc., a Delaware corporation ("Forrester" or the "Company"), on April 3, 2013 in connection with the offer by Forrester to purchase for not more than \$130,000,000 in cash shares of its common stock, par value \$0.01 per share (the "Shares"), pursuant to (1) auction tenders at prices specified by the tendering shareholders not greater than \$36.00 per Share and not less than \$32.00 per Share or (2) purchase price tenders, in either case upon the terms and subject to the conditions described in the Offer to Purchase, dated April 3, 2013 (the "Offer to Purchase"), a copy of which was filed with the Schedule TO as Exhibit (a)(1)(A), and in the related Letter of Transmittal (the "Letter of Transmittal," which together with the Offer to Purchase, as they may be amended or supplemented from time to time, constitute the "Tender Offer"), a copy of which was filed with the Schedule TO as Exhibit (a)(1)(B).

The information contained in the Offer to Purchase and the Letter of Transmittal is hereby incorporated by reference into this Amendment, except that such information is hereby amended and supplemented to the extent specifically provided herein.

Item 12. Exhibits.

The information contained in Item 12 of the Schedule TO is hereby amended and supplemented by adding the following text:

<u>Exhibit No.</u>	<u>Description</u>
(a)(5)(C)	Internal Company blog post in connection with the Tender Offer, published April 3, 2013.

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.

FORRESTER RESEARCH, INC.

By: /s/ Michael A. Doyle

Name: Michael A. Doyle

Title: Chief Financial Officer and Treasurer

Date: April 3, 2013

EXHIBIT INDEX

Exhibit No.	Description
(a)(1)(A)	Offer to Purchase, dated April 3, 2013.*
(a)(1)(B)	Letter of Transmittal.*
(a)(1)(C)	Notice of Guaranteed Delivery.*
(a)(1)(D)	Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees, dated April 3, 2013.*
(a)(1)(E)	Letter to Clients for Use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees, dated April 3, 2013.*
(a)(1)(F)	Summary Advertisement, dated April 3, 2013.*
(a)(2)	None.
(a)(3)	Not applicable.
(a)(4)	Not applicable.
(a)(5)(A)	Press release announcing the Tender Offer, dated April 1, 2013 (incorporated by reference to Exhibit 99.1 of our current report on Form 8-K filed with the SEC on April 1, 2013).
(a)(5)(B)	Press release announcing commencement of the Tender Offer, dated April 3, 2013.*
(a)(5)(C)	Internal Company blog post in connection with the Tender Offer, published April 3, 2013.
(b)	None.
(d)(1)	Registration Rights and Non-Competition Agreement (incorporated by reference to Exhibit 10.1 of our Registration Statement on Form S-1 filed with the SEC on September 26, 1996).
(d)(2)(A)	1996 Amended and Restated Equity Incentive Plan, as amended (incorporated by reference to Exhibit 10.3 of our annual report on Form 10-K for the fiscal year ended December 31, 2004).
(d)(2)(B)	Form of Stock Option Certificate (1996 Amended and Restated Equity Incentive Plan) (incorporated by reference to Exhibit 10.1 of our quarterly report on Form 10-Q for the quarter ended September 30, 2004).
(d)(2)(C)	Form of Performance-Based Option Certificate (1996 Amended and Restated Equity Incentive Plan) (incorporated by reference to Exhibit 10.10 of our quarterly report on Form 10-Q for the quarter ended March 31, 2005).
(d)(3)(A)	1996 Amended and Restated Stock Option Plan for Non-Employee Directors (incorporated by reference to Exhibit 10.1 of our quarterly report on form 10-Q for the quarterly period ended March 31, 2002).
(d)(3)(B)	Form of Director's Option Certificate (1996 Amended and Restated Stock Option Plan for Non-Employee Directors) (incorporated by reference to Exhibit 10.12 of our quarterly report on Form 10-Q for the quarter ended June 30, 2005).
(d)(4)(A)	Amended and Restated 2006 Equity Incentive Plan (incorporated by reference to Exhibit A of our definitive proxy on Schedule 14A filed with the SEC on March 26, 2012).
(d)(4)(B)	Form of Incentive Stock Option Certificate (2006 Equity Incentive Plan) (incorporated by reference to Exhibit 10.1 of our quarterly report on Form 10-Q for the quarter ended September 30, 2006).
(d)(4)(C)	Form of Non-Qualified Stock Option Certificate (2006 Equity Incentive Plan) (incorporated by reference to Exhibit 10.2 of our quarterly report on Form 10-Q for the quarter ended September 30, 2006).
(d)(4)(D)	Form of Performance-Based Option Certificate (2006 Equity Incentive Plan) (incorporated by reference to Exhibit 10.17 of our annual report on Form 10-K for the year ended December 31, 2006).
(d)(4)(E)	Form of Performance-Based Restricted Stock Unit Award Agreement (2006 Equity Incentive Plan) (incorporated by reference to Exhibit 10.1 of our quarterly report on Form 10-Q for the quarter ended June 30, 2009).
(d)(4)(F)	Form of Restricted Stock Unit Award Agreement (Amended and Restated 2006 Equity Incentive Plan) (incorporated by reference to Exhibit 10.15 of our annual report on Form 10-K for the year ended December 31, 2012).
(d)(4)(G)	Form of Restricted Stock Unit Award Agreement for Directors (Amended and Restated 2006 Equity Incentive Plan) (incorporated by reference to Exhibit 10.1 of our quarterly report on Form 10-Q for the quarter ended June 30, 2012).
(d)(5)(A)	Stock Option Plan for Directors, as amended (incorporated by reference to Exhibit 10.1 of our quarterly report on Form 10-Q for the quarter ended March 31, 2010).
(d)(5)(B)	Form of Director's Option Certificate (2006 Stock Option Plan for Directors) (incorporated by reference to Exhibit 10.18 of our annual report on Form 10-K for the year ended December 31, 2006).
(d)(6)	Amended and Restated Employee Stock Purchase Plan (incorporated by reference to Exhibit 10.3 of our annual report on Form 10-K for the fiscal year ended December 31, 2011).
(d)(7)	Employment Offer Letter from the Company to Michael A. Doyle dated July 24, 2007 (incorporated by reference to Exhibit 10.21 of our annual report on Form 10-K for the fiscal year ended December 31, 2006).
(d)(8)	Employment Agreement between Forrester Research B.V. and Dennis van Lingen dated as of June 20, 2000, and Addendum thereto dated May 21, 2001 (incorporated by reference to Exhibit 10.1 of our quarterly report on Form 10-Q for the quarter ended March 31, 2008).
(d)(9)	Employment Offer Letter from the Company to Steven Peltzman dated September 6, 2011.*
(d)(10)	Corporate Governance Guidelines.*
(g)	None.
(h)	None.

* Previously filed with the Schedule TO on April 3, 2013.

Dutch Auction

As we announced on Monday, the company has today commenced a “modified Dutch auction” self-tender offer to accelerate the repurchase of a large number of its shares. While we have repurchased shares in the open market on a fairly regular basis, \$29.8 million in 2012, the number we now propose to repurchase is large by our historical standards. In addition, the vehicle we are choosing for repurchase may not be familiar to everyone, so I wanted to give you some background on the decision.

First, why the large repurchase of our stock? We believe the stock repurchase is an efficient way to return capital to our stockholders who wish to receive cash for all or some of their shares. We believe that even if we complete the repurchase of \$130 million of our common shares through the tender offer, we will still have sufficient cash to operate our current business as well as make strategic investments. We are committed to returning the excess cash to our stockholders.

Second, why a “modified Dutch auction”? Over the past several months, the board approved an increase in our share repurchase authority and determined to accelerate the return of excess cash to our stockholders. We worked with our banker, UBS, and determined that a modified Dutch auction would be an efficient vehicle for accomplishing the goal of returning excess cash to stockholders on an accelerated basis. The process of a modified Dutch auction is described in today’s press release ([link](#)), and the mechanics of tendering shares are described in the Offer to Purchase ([link](#)). If we make any material changes to the tender offer, we will file an amendment to the Offer to Purchase.

I expect you will have a few questions. We have put together the FAQs below, which we think will answer most of your questions. The Offer to Purchase also contains FAQs. If you still have questions, please send me an email with your questions, and I will do my best to answer in a timely fashion.

FAQs

Participation:

1. Can I participate? Any individual who holds shares that are not subject to a holding period or other restriction can participate in the tender offer.
 - a. If you hold vested stock options, you would have to exercise the options and acquire the underlying shares in order to participate in the tender offer. Your E*TRADE account provides information on how to exercise options; this will involve paying the exercise price and applicable withholding taxes for the shares. The Offer to Purchase explains that this should be done at least five business days prior to May 1, 2013, the current expiration date of the offer, so that you have enough time to participate in the tender offer. PLEASE READ THE OFFER TO PURCHASE CAREFULLY FOR INSTRUCTIONS ON HOW TO TENDER SHARES AND WHAT HAPPENS AFTER YOU TENDER YOUR SHARES.
 - b. Restricted stock units (RSUs) are not eligible to be tendered; however, if you hold shares that were issued to you upon settlement of vested RSUs, those shares may be tendered.

- c. Shares purchased through the ESPP prior to August 31, 2012, are eligible to be tendered. Shares purchased August 31, 2012, and thereafter are still subject to a one-year holding period and therefore may not be tendered.
2. If my shares are eligible, how do I participate? You will need to review the Offer to Purchase and related documents. If you are currently a stockholder of the company, you will also be receiving the Offer to Purchase and related documents by mail.
3. Should I participate? Neither the company nor the board is making any recommendation as to whether any stockholder should participate in the offer. We suggest that you consult with your financial and tax advisors.
4. Am I guaranteed to be able to sell my shares through the offer? No. You should read the Offer to Purchase, which explains the auction process, including how to specify the price at which you can offer to sell your shares and various proration mechanics.
5. Can I sell my shares on the open market during this process? Yes, subject to our normal insider trading policy (including quiet periods with respect to “covered persons” trading Forrester stock) (link) and assuming you are not in possession of material nonpublic information about the offer.
6. What should I tell my clients about this program? There is no reason to bring this up with clients. If they ask about it, point them to the press release.