
**SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 8-K

CURRENT REPORT

**PURSUANT TO SECTION 13 OR 15(D) OF
THE SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of Earliest Event Reported): April 24, 2013

FORRESTER RESEARCH, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

000-21433
(Commission
File Number)

04-2797789
(I.R.S. Employer
Identification Number)

60 Acorn Park Drive
Cambridge, Massachusetts 02140
(Address of principal executive offices, including zip code)

(617) 613-6000
(Registrant's telephone number, including area code)

N/A
(Former Name or Former Address, if Changes since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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ITEM 2.02. RESULTS OF OPERATIONS AND FINANCIAL CONDITION.

The information contained in this current report on Form 8-K is furnished pursuant to Item 2.02 of Form 8-K “Results of Operations and Financial Condition”. This information and the exhibits hereto are being furnished and shall not be deemed to be “filed” for the purposes of Section 18 of, or otherwise regarded as filed under, the Securities Exchange Act of 1934, as amended. The information contained in this report shall not be incorporated by reference into any filing of Forrester Research, Inc. with the SEC, whether made before or after the date hereof, regardless of any general incorporation language in such filings.

On April 24, 2013, Forrester Research, Inc. issued a press release announcing its financial results for the quarter ended March 31, 2013.

Forrester believes that pro forma financial results provide investors with consistent and comparable information to aid in the understanding of Forrester’s ongoing business. Forrester uses pro forma financial information to manage its business, including use of pro forma financial results as the basis for setting targets for various compensation programs. Our pro forma presentation excludes the following, as well as their related tax effects:

Amortization of intangibles—we exclude the effect of the amortization of intangibles from our pro forma results in order to more consistently present our ongoing results of operations.

Gains and losses from investments—we have consistently excluded both gains and losses related to our investments in non-marketable securities and sales of marketable securities from our pro forma results in order to keep quarter-over-quarter and year-over-year comparisons consistent.

Stock-based compensation expense—we exclude stock-based compensation from our pro forma results in order to keep quarter-over-quarter and year-over-year comparisons consistent.

Reorganization costs associated with the Company’s January 2012 sales force realignment and February 2013 reduction in force are not included in our pro forma results in order to keep quarter-over-quarter and year-over-year comparisons consistent.

However, these measures should be considered in addition to, not as a substitute for, or superior to, operating income or other measures of financial performance prepared in accordance with generally accepted accounting principles as more fully discussed in our financial statements and filings with the Securities and Exchange Commission.

ITEM 8.01 Other Events.

On April 24, 2013, the Company also announced that its Board of Directors has approved a regular quarterly cash dividend of \$0.15 per share, to be paid on June 19, 2013 to shareholders of record on June 5, 2013.

(d) Exhibits

99.1 Press Release dated April 24, 2013 with respect to financial results for the quarter ended March 31, 2013 and the approval of a quarterly cash dividend.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

FORRESTER RESEARCH, INC.

By /s/ Michael A. Doyle
Name: Michael A. Doyle
Title: Chief Financial Officer and Treasurer

Date: April 24, 2013

Exhibit Index

<u>Exhibit</u>	<u>Description</u>
99.1	Press Release dated April 24, 2013

Forrester Research Reports First-Quarter Financial Results

Cambridge, Mass., April 24, 2013 . . . Forrester Research, Inc. (Nasdaq: FORR) today announced its 2013 first-quarter financial results.

First-Quarter Financial Performance

- Total revenues were \$71.5 million for the first quarter of 2013, compared with \$70.3 million for the first quarter of last year. Research revenues increased 1%, and advisory services and other revenue increased 3% compared with the first quarter of last year.
- On a GAAP basis, net income was \$2.3 million, or \$0.10 per diluted share, for the first quarter of 2013, compared with net income of \$3.2 million, or \$0.14 per diluted share, for the same period last year. On a pro forma basis, net income was \$4.8 million, or \$0.21 per diluted share, for the first quarter of 2013, which reflects a pro forma effective tax rate of 39%. Pro forma net income excludes stock-based compensation of \$1.9 million, amortization of \$0.6 million of acquisition-related intangible assets, reorganization costs of \$1.6 million, and net investment losses of \$0.1 million. This compares with pro forma net income of \$5.1 million, or \$0.22 per diluted share, for the same period in 2012, which reflects a pro forma tax rate of 39%. Pro forma net income for the first quarter of 2012 excludes stock-based compensation of \$1.3 million, amortization of \$0.6 million of acquisition-related intangible assets, \$1.3 million of reorganization costs, and net investment gains of \$0.1 million.

“Forrester exceeded guidance on revenue, operating margin, and earnings per share for the first quarter,” said George F. Colony, Forrester’s chairman and chief executive officer. “While we are encouraged by the operating results, our performance is not yet consistent across all geographies. During the first quarter, we saw strong performance from some sales teams, while others are still stabilizing. Our recovery is continuing, but it is not complete.”

A reconciliation of GAAP results to pro forma results may be found in the attached financial tables.

Forrester is providing second-quarter 2013 financial guidance as follows:

Second-Quarter 2013 (GAAP):

- Total revenues of approximately \$77.5 million to \$80.5 million.
- Operating margin of approximately 8.5% to 10.5%.
- Other income, net of approximately \$0.2 million.
- An effective tax rate of 40%.
- Weighted average diluted shares outstanding of approximately 22.7 million.
- Diluted earnings per share of approximately \$0.18 to \$0.22.

Second-Quarter 2013 (Pro Forma):

Pro forma financial guidance for the second quarter of 2013 excludes stock-based compensation expense of \$0.9 million to \$1.1 million, amortization of acquisition-related intangible assets of approximately \$0.6 million, reorganization costs of approximately \$0.3 million, and any investment gains or losses.

- Pro forma operating margin of approximately 11.0% to 13.0%.
- Pro forma effective tax rate of 39%.
- Pro forma diluted earnings per share of approximately \$0.23 to \$0.27.

Our full-year 2013 guidance is as follows:

Full-Year 2013 (GAAP):

- Total revenues of approximately \$290.0 million to \$298.0 million.
- Operating margin of approximately 6.0% to 7.0%.
- Other income, net of approximately \$0.8 million.
- An effective tax rate of 39%.
- Weighted average diluted shares outstanding of approximately 21.9 million.
- Diluted earnings per share of approximately \$0.52 to \$0.59.

Full-Year 2013 (Pro Forma):

Pro forma financial guidance for full-year 2013 excludes stock-based compensation expense of \$5.7 million to \$6.2 million, amortization of acquisition-related intangible assets of approximately \$2.3 million, reorganization costs of approximately \$1.9 million, and any investment gains or losses.

- Pro forma operating margin of approximately 9.5% to 10.5%.
- Pro forma effective tax rate of 39%.
- Pro forma diluted earnings per share of approximately \$0.79 to \$0.86.

Quarterly Dividend

Forrester also announced today that its board of directors has approved a quarterly dividend of \$0.15 per share payable June 19, 2013, to shareholders of record on June 5, 2013.

About Forrester Research

Forrester Research, Inc. (Nasdaq: FORR) is an independent research company that provides pragmatic and forward-thinking advice to global leaders in business and technology. Forrester works with professionals in 17 roles at major companies providing proprietary research, customer insight, consulting, events, and peer-to-peer executive programs. For more than 29 years, Forrester has been making IT, marketing, and technology industry leaders successful every day. For more information, visit www.forrester.com.

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These statements include, but are not limited to, statements about anticipated growth, productivity improvements, restructuring activities, Forrester's financial guidance for the second quarter of and full-year 2013, and the timing and amount of the repurchase of Forrester shares. These statements are based on Forrester's current plans and expectations and involve risks and uncertainties that could cause actual future activities and results of operations to be materially different

from those set forth in the forward-looking statements. Important factors that could cause actual future activities and results to differ include, among others, Forrester's ability to retain and enrich memberships for its research products and services, technology spending, Forrester's ability to respond to business and economic conditions and market trends, the risks and challenges inherent in international business activities, competition and industry consolidation, the ability to attract and retain professional staff, Forrester's dependence on key personnel, the possibility of network disruptions and security breaches, and possible variations in Forrester's quarterly operating results. Financial guidance regarding shares outstanding and per-share amounts does not take into account any purchase of shares in Forrester's modified "Dutch auction" self-tender offer to purchase up to \$130 million of its common shares and may materially change depending upon the outcome of the self-tender offer. Forrester undertakes no obligation to update publicly any forward-looking statements, whether as a result of new information, future events, or otherwise. For further information, please refer to Forrester's reports and filings with the Securities and Exchange Commission.

The consolidated statements of income and the table of key financial data are attached.

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Forrester Research, Inc.
Consolidated Statements of Income

(Unaudited, in thousands, except per share data)

	Three Months Ended March 31,	
	2013	2012
Revenues:		
Research services	\$50,378	\$49,760
Advisory services and other	21,121	20,500
Total revenues	<u>71,499</u>	<u>70,260</u>
Operating expenses:		
Cost of services and fulfillment	27,027	26,938
Selling and marketing	27,057	25,133
General and administrative	9,487	9,611
Depreciation	2,360	1,993
Amortization of intangible assets	559	614
Reorganization costs	1,591	1,343
Total operating expenses	<u>68,081</u>	<u>65,632</u>
Income from operations	3,418	4,628
Other income, net	376	409
Gains (losses) on investments, net	(51)	59
Income before income taxes	3,743	5,096
Income tax provision	1,402	1,915
Net Income	<u>\$ 2,341</u>	<u>\$ 3,181</u>
Diluted income per share	<u>\$ 0.10</u>	<u>\$ 0.14</u>
Diluted weighted average shares outstanding	<u>22,658</u>	<u>23,173</u>
Basic income per share	<u>\$ 0.10</u>	<u>\$ 0.14</u>
Basic weighted average shares outstanding	<u>22,306</u>	<u>22,738</u>
Pro forma data (1):		
Income from operations	\$ 3,418	\$ 4,628
Amortization of intangible assets	559	614
Reorganization costs	1,591	1,343
Stock-based compensation included in the following expense categories:		
Cost of services and fulfillment	904	653
Selling and marketing	422	224
General and administrative	534	446
Pro forma income from operations	7,428	7,908
Other income, net	376	409
Pro forma income before income taxes	7,804	8,317
Pro forma income tax provision	3,044	3,244
Pro forma net income	<u>\$ 4,760</u>	<u>\$ 5,073</u>
Pro forma diluted income per share	<u>\$ 0.21</u>	<u>\$ 0.22</u>
Diluted weighted average shares outstanding	<u>22,658</u>	<u>23,173</u>

- (1) Forrester believes that pro forma financial results provide investors with consistent and comparable information to aid in the understanding of Forrester's ongoing business, and are also used by Forrester in making compensation decisions. Our pro forma presentation excludes amortization of acquisition-related intangible assets, stock-based compensation, reorganization costs and net gains or losses from investments, as well as their related tax effects. The pro forma data does not purport to be prepared in accordance with Accounting Principles Generally Accepted in the United States.

Forrester Research, Inc.
Consolidated Balance Sheet and Cash Flow Data

(Unaudited, in thousands)

	<u>March 31,</u> <u>2013</u>	<u>December 31,</u> <u>2012</u>
Balance sheet data:		
Cash, cash equivalents and marketable investments	\$273,478	\$ 242,656
Accounts receivable, net	\$ 49,160	\$ 74,623
Deferred revenue	\$152,188	\$ 150,479
	Three Months Ended	
	March 31,	
	<u>2013</u>	<u>2012</u>
Cash flow data:		
Net cash provided by operating activities	\$35,453	\$34,886
Purchases of property and equipment	\$ (939)	\$ (2,418)
Repurchases of common stock	\$ —	\$ (7,700)
Dividend paid	\$ (3,350)	\$ (3,195)
	As of	
	March 31,	
	<u>2013</u>	<u>2012</u>
Metrics:		
Agreement value	\$218,619	\$220,695
Client retention	77%	80%
Dollar retention	90%	90%
Enrichment	95%	99%
Number of clients	2,442	2,524
	As of	
	March 31,	
	<u>2013</u>	<u>2012</u>
Headcount:		
Total headcount	1,222	1,204
Research staff	441	445
Sales staff	460	439