FORM 10-Q

(MARK ONE)

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

FOR THE QUARTERLY PERIOD ENDED JUNE 30, 2006

OR

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

COMMISSION FILE NUMBER: 000-21433

FORRESTER RESEARCH, INC.

(Exact name of registrant as specified in its charter)

DELAWARE (State or other jurisdiction of incorporation or organization)	04-2797789 (I.R.S. Employer Identification Number)
400 TECHNOLOGY SQUARE CAMBRIDGE, MASSACHUSETTS (Address of principal executive offices)	02139 (Zip Code)

Registrant’s telephone number, including area code: (617) 613 — 6000

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes ☑ No o

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of “accelerated filer and large accelerated filer” in Rule 12b-2 of the Exchange Act (Check one).

Large accelerated filer o Accelerated filer ☑ Non-accelerated filer o

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes o No ☑

As of August 4, 2006, 22,576,917 shares of the registrant’s common stock were outstanding.

FORRESTER RESEARCH, INC.

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PART I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

FORRESTER RESEARCH, INC.

CONSOLIDATED BALANCE SHEETS
(In thousands, except per share data)

	JUNE 30, 2006 (UNAUDITED)	DECEMBER 31, 2005
ASSETS		
Current assets:		
Cash and cash equivalents	$ 84,558	$ 48,538
Available-for-sale securities	97,581	83,730
Accounts receivable, net	32,187	52,177
Deferred commissions	7,784	8,940
Prepaid expenses and other current assets	7,679	5,126
Total current assets	229,789	198,511
Long-term assets:		
Property and equipment, net	5,707	5,771
Goodwill	53,279	53,034
Deferred income taxes	37,187	36,941
Non-marketable investments	13,362	13,258
Intangible assets, net	2,434	3,530
Other assets	681	657
Total long-term assets	112,650	113,191
Total assets	$ 342,439	$ 311,702
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	$ 3,103	$ 1,716
Accrued expenses	27,033	24,569
Deferred revenue	80,344	86,663
Total current liabilities	110,480	112,948
Stockholders' equity:		
Preferred stock, $.01 par value	—	—
Authorized — 500 shares		
Issued and outstanding-none		
Common stock, $.01 par value		
Authorized — 125,000 shares		
Issued — 27,061 and 25,391 shares as of June 30, 2006 and December 31, 2005, respectively		
Outstanding — 22,557 and 21,023 shares as of June 30, 2006 and December 31, 2005, respectively	270	254
Additional paid-in capital	223,035	192,206
Retained earnings	87,788	82,425
Treasury stock, at cost — 4,504 and 4,368 shares as of June 30, 2006 and December 31, 2005, respectively	(76,462)	(73,527)
Accumulated other comprehensive loss	(2,672)	(2,604)
Total stockholders' equity	231,959	198,754
Total liabilities and stockholders' equity	$ 342,439	$ 311,702

The accompanying notes are an integral part of these consolidated financial statements.

FORRESTER RESEARCH, INC.

CONSOLIDATED STATEMENTS OF INCOME
(In thousands, except per share data)

	THREE MONTHS ENDED JUNE 30, 2006	THREE MONTHS ENDED JUNE 30, 2005	SIX MONTHS ENDED JUNE 30, 2006	SIX MONTHS ENDED JUNE 30, 2005
	(UNAUDITED)			
Revenues:				
Research services	$ 28,323	$ 23,847	$ 55,526	$ 47,216
Advisory services and other	20,161	15,399	34,155	25,812
Total revenues	48,484	39,246	89,681	73,028
Operating expenses:				
Cost of services and fulfillment	20,282	16,673	37,909	30,450
Selling and marketing	15,442	13,065	29,987	24,967
General and administrative	5,526	4,484	11,126	8,518
Depreciation	916	882	1,800	1,756
Amortization of intangible assets	472	833	1,124	1,956
Total operating expenses	42,638	35,937	81,946	67,647
Income from operations	5,846	3,309	7,735	5,381
Other income:				
Other income, net	1,326	754	2,277	1,504
Realized gains on securities, net	8	112	207	1,780
Income before income tax provision	7,180	4,175	10,219	8,665
Income tax provision	3,330	1,718	4,856	3,469
Net income	$ 3,850	$ 2,457	$ 5,363	$ 5,196
Basic net income per common share	$ 0.18	$ 0.11	$ 0.25	$ 0.24
Diluted net income per common share	$ 0.17	$ 0.11	$ 0.24	$ 0.24
Basic weighted average common shares outstanding	21,988	21,511	21,587	21,561
Diluted weighted average common shares outstanding	22,844	21,847	22,317	21,843

The accompanying notes are an integral part of these consolidated financial statements.

FORRESTER RESEARCH, INC.

CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands)

	SIX MONTHS ENDED JUNE 30, 2006	SIX MONTHS ENDED JUNE 30, 2005
	(UNAUDITED)	
Cash flows from operating activities:		
Net income	$ 5,363	$ 5,196
Adjustments to reconcile net income to net cash provided by operating activities-		
Depreciation	1,800	1,756
Amortization of intangible assets	1,124	1,956
Realized gains on sales of securities	—	(1,489)
Gains from non-marketable investments, net	(161)	(291)
Tax benefit from exercises of employee stock options	(369)	(400)
Deferred income taxes	(339)	598
Non-cash stock-based compensation	3,524	290
Amortization of premium on available-for-sale securities	406	577
Changes in assets and liabilities —		
Accounts receivable	20,603	10,114
Deferred commissions	1,156	173
Prepaid expenses and other current assets	(2,367)	(531)
Accounts payable	1,426	(1,286)
Accrued expenses	2,317	(123)
Deferred revenue	(7,447)	(415)
Net cash provided by operating activities	27,036	16,125
Cash flows from investing activities:		
Purchases of property and equipment	(1,676)	(1,983)
Purchases of non-marketable investments	(300)	—
Proceeds from non-marketable investments	188	—
Decrease in other assets	153	538
Purchases of available-for-sale securities	(229,887)	(103,222)
Proceeds from sales and maturities of available-for-sale securities	215,821	115,567
Net cash (used in) provided by investing activities	(15,701)	10,900
Cash flows from financing activities:		
Proceeds from issuance of common stock	26,950	2,202
Excess tax benefits from non-cash stock-based compensation	369	400
Acquisition of treasury stock	(2,935)	(11,187)
Net cash provided by (used in) financing activities	24,384	(8,585)
Effect of exchange rate changes on cash and cash equivalents	301	(551)
Net increase in cash and cash equivalents	36,020	17,889
Cash and cash equivalents, beginning of period	48,538	37,328
Cash and cash equivalents, end of period	$ 84,558	$ 55,217
Supplemental disclosure of cash flow information:		
Cash paid for income taxes	$ 105	$ 333

The accompanying notes are an integral part of these consolidated financial statements.

FORRESTER RESEARCH, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1 — INTERIM CONSOLIDATED FINANCIAL STATEMENTS

The accompanying unaudited interim consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP") for interim financial information and pursuant to the rules and regulations of the Securities and Exchange Commission ("SEC") for reporting on Form 10-Q. Accordingly, certain information and footnote disclosures required for complete financial statements are not included herein. It is recommended that these financial statements be read in conjunction with the consolidated financial statements and related notes that appear in the Annual Report of Forrester Research, Inc. ("Forrester") as reported on Form 10-K for the year ended December 31, 2005. In the opinion of management, all adjustments (consisting of normal recurring adjustments) considered necessary for a fair presentation of the financial position, results of operations, and cash flows as of the dates and for the periods presented have been included. The results of operations for the six months ended June 30, 2006 may not be indicative of the results that may be expected for the year ended December 31, 2006, or any other period.

Stock-Based Compensation

Effective January 1, 2006, Forrester adopted the provisions of Statement of Financial Accounting Standards ("SFAS") No. 123 (revised 2004), "Share-Based Payment " ("SFAS No. 123R"). All of Forrester's stock-based compensation is accounted for as equity instruments and Forrester has five equity plans required to be evaluated under SFAS No. 123R: two equity incentive plans, two directors' stock option plans and an employee stock purchase plan. Under the provisions of SFAS No. 123R, Forrester recognizes the fair value of stock-based compensation in net income over the requisite service period of the individual grantee, which generally equals the vesting period. Prior to January 1, 2006, Forrester followed Accounting Principles Board ("APB") Opinion No. 25, "Accounting for Stock Issued to Employees," and related interpretations in accounting for its stock-based compensation.

Forrester has elected the modified prospective transition method for adopting SFAS No. 123R. Under this method, the provisions of SFAS No. 123R apply to all awards granted or modified after the date of adoption. The unrecognized expense of awards not yet vested at the date of adoption are recognized in net income in the periods after the date of adoption using the same valuation method and assumptions determined under the original provisions of SFAS No. 123, "Accounting for Stock-Based Compensation," as disclosed in previous filings. Periods prior to January 1, 2006 will not include compensation costs calculated at the fair value method. Under the provisions of SFAS No. 123R, Forrester recorded approximately $1.8 million and $3.5 million of stock-based compensation in the accompanying consolidated statement of income for the three months and six months ended June 30, 2006, respectively, included in the following expense categories (in thousands):

	Three Months Ended June 30, 2006	Six Months Ended June 30, 2006
Cost of services and fulfillment	$ 828	$ 1,574
Selling and marketing	524	987
General and administrative	436	963
Total	$ 1,788	$ 3,524

Forrester utilized the Black-Scholes valuation model for estimating the fair value of the stock-based compensation granted after the adoption of SFAS No. 123R. The weighted-average fair values of the options granted under the stock plans and shares subject to purchase under the employee stock purchase plan were $7.23 and $4.11 for the three months ended June 30, 2006 and $7.42 and $4.11 for the six months ended June 30, 2006, respectively, using the following assumptions:

	Three Months Ended June 30, 2006		Six Months Ended June 30, 2006	
	Stock Option Plans	Employee Stock Purchase Plan	Stock Option Plans	Employee Stock Purchase Plan
Average risk-free interest rate	4.9%	4.5%	4.8%	4.5%
Expected dividend yield	None	None	None	None
Expected life	3.5 Years	0.5 Years	3.9 Years	0.5 Years
Expected volatility	35%	23%	35%	23%

The dividend yield of zero is based on the fact that Forrester has never paid cash dividends and has no present intention to pay cash dividends. Expected volatility is based, in part, on the historical volatility of Forrester's common stock as well as management's expectations of future volatility over the expected term of the awards granted. The risk-free interest rate used is based on the U.S. Treasury Constant Maturity rate with an equivalent remaining term. Where the expected term of Forrester's stock-based awards does not correspond with the terms for which the interest rates are quoted, Forrester uses the rate with the maturity closest to the award's expected term. With the exception of the April 3, 2006 grant referenced below, the expected term assumption is calculated upon using the simplified method outlined in SEC Staff Accounting Bulletin No. 107.

Based on Forrester's historical experience for grants with varying vesting terms, estimated forfeiture rates ranging from 0% to 6.5% have been used to determine current period expense. Forrester will record additional expense if the actual forfeiture rate is lower than estimated, and will record recovery of prior expense if the actual forfeiture rate is higher than estimated.

On April 3, 2006, Forrester issued stock options to its employees to purchase 587,500 shares of common stock ("the April 3, 2006 grant"). These options vest only if certain pro-forma operating margin targets related to full year 2006 performance are achieved. The vesting of these options is over 24 or 36 months, or the options could be forfeited, depending on the actual pro-forma operating margin achieved for 2006. These options do not meet the criteria of "plain vanilla" options and therefore the simplified method for calculating the expected term of these options could not be used. Based on historical exercise patterns for options with similar vesting, Forrester used an expected term of 2 years for the year one vest, 3 years for the year two vest and 4 years for the year three vest to value these options. As of June 30, 2006, Forrester's management believes that 2006 operating performance will result in the options vesting over 36 months and has recognized the expense to date over that assumed vesting period. Management will continue to evaluate the expected vesting term until the actual result is known, at which time it will adjust compensation expense accordingly.

On March 31, 2005, Forrester issued stock options to its employees to purchase 940,500 shares of common stock, with vesting contingent upon achievement of certain pro-forma earnings per share ("EPS") goals for the year ended December 31, 2005. The vesting of these options was over 24 or 36 months, or the options could have been forfeited, depending on the actual pro-forma EPS achieved. Under APB No. 25, these stock options were accounted for as options with variable terms until the achievement of the performance criteria were determinable based upon 2005 financial performance, as the awards contained performance criteria that could have resulted in the forfeiture of all the stock options granted. For the three and six months ended June 30, 2005, Forrester recorded non-cash stock-based compensation expense of $290,000. The compensation expense represented the vested portion of the intrinsic value of the options granted and was based on an assumed vesting period of 36 months. The total non-cash stock-based compensation expense included in the consolidated statements of income for the three and six months ended June 30, 2005 is included in the following expense categories (in thousands):

	Three and Six Months Ended June 30, 2005
Cost of services and fulfillment	$ 159
Selling and marketing	63
General and administrative	68
Total	$ 290

SFAS No. 123R requires the presentation of pro forma information for the comparative period prior to the adoption as if all of Forrester's outstanding stock options and shares subject to purchase under the employee stock purchase plan had been accounted for under the fair value method of the original SFAS No. 123. The following table illustrates the effect on net income and earnings per share if the Company had applied the fair value recognition provisions of SFAS No. 123 to stock-based employee compensation to the prior-year period (in thousands, except per-share data).

	Three Months Ended June 30, 2005	Six Months Ended June 30, 2005
Net income, as reported	$ 2,457	$ 5,196
Add: Non-cash stock-based compensation expense included in reported net income determined under the intrinsic value based method for all awards, net of tax effect	290	290
Less: Stock-based compensation expense determined under fair value based method for all awards, net of tax effect	(1,064)	(2,012)
Net income, pro forma	$ 1,683	$ 3,474
Basic and diluted net income per share – as reported	$ 0.11	$ 0.24
Basic and diluted net income per share – pro forma	$ 0.08	$ 0.16

The weighted-average fair values of the options granted under the stock plans and shares subject to purchase under the employee stock purchase plan were $6.28 and $4.13 for the three months ended June 30, 2005 and $5.82 and $4.13 for the six months ended June 30, 2005, respectively, using the following assumptions:

	Three Months Ended June 30, 2005		Six Months Ended June 30, 2005	
	Stock Option Plans	Employee Stock Purchase Plan	Stock Option Plans	Employee Stock Purchase Plan
Average risk-free interest rate	3.9%	2.7%	3.9%	2.7%
Expected dividend yield	None	None	None	None
Expected life	4 Years	0.5 Years	4 Years	0.5 Years
Expected volatility	46%	27%	46%	27%

The following table summarizes stock option activity under all stock plans for the six months ended June 30, 2006 (in thousands, except per share and average life data):

	Number of Shares	Weighted Average Exercise Price Per Share	Weighted Average Remaining Contractual Life (In Years)	Aggregate Intrinsic Value
Outstanding as of December 31, 2005	5,236	$ 18.57		
Granted	799	22.35		
Exercised	(1,620)	16.15		
Cancelled	(302)	19.91		
Outstanding as of June 30, 2006	4,113	$ 20.14	7.08	$ 32,246
Exercisable as of June 30, 2006	2,069	$ 21.66	5.48	$ 13,076

In connection with the adoption of SFAS No. 123R, Forrester was required to change the classification, in the consolidated statements of cash flows, of any tax benefits realized upon the exercise of stock options in excess of that which is associated with the expense recognized for financial reporting purposes. These amounts are presented as a financing cash inflow rather than as a reduction of income taxes paid in the consolidated statements of cash flows.

On November 10, 2005, the Financial Accounting Standards Board ("FASB") issued FASB Staff Position No. FAS 123(R)-3, "Transition Election Related to Accounting for Tax Effects of Share-Based Payment Awards." Forrester is considering whether to adopt the alternative transition method provided in the FASB Staff Position for calculating the tax effects of stock-based compensation pursuant to SFAS 123(R). The alternative transition method includes simplified methods to establish the beginning balance of the additional paid-in capital pool ("APIC pool") related to the tax effects of employee stock-based compensation, and to determine the subsequent impact on the APIC pool and statements of cash flows of the tax effects of employee stock-based compensation awards that were outstanding upon adoption of SFAS 123(R).

Income Taxes

Forrester provides for income taxes on an interim basis according to management's estimate of the effective tax rate expected to be applicable for the full fiscal year ending December 31.

NOTE 2 — INTANGIBLE ASSETS

A summary of Forrester's amortizable intangible assets as of June 30, 2006 is as follows:

	GROSS CARRYING AMOUNT	ACCUMULATED AMORTIZATION (IN THOUSANDS)	NET CARRYING AMOUNT
Amortized intangible assets:			
Customer relationships	$ 20,060	$ 17,626	$ 2,434
Research content	2,444	2,444	—
Registered trademarks	570	570	—
Subtotal	$ 23,074	$ 20,640	$ 2,434

Amortization expense related to identifiable intangible assets was approximately $472,000 and $833,000 during the three months ended June 30, 2006 and 2005, respectively, and $1,124,000 and $1,956,000 during the six months ended June 30, 2006 and 2005, respectively. Estimated amortization expense related to identifiable intangible assets that will continue to be amortized is as follows:

	AMOUNTS (IN THOUSANDS)
Remaining six months ending December 31, 2006	$ 969
Year ending December 31, 2007	1,230
Year ending December 31, 2008	235
Total	$ 2,434

NOTE 3 — REORGANIZATIONS

In November 2003, Forrester acquired the assets of GigaGroup S.A. ("GigaGroup"). In 2004, in connection with the integration of GigaGroup's operations, Forrester reduced its workforce by approximately 15 positions and vacated and subleased office space. In 2004, Forrester recorded reorganization charges of approximately $2,510,000 related to the workforce reduction, approximately $4,693,000 related to the excess of contractual lease commitments over the contracted sublease revenue and $1,861,000 related to the write-off of related leasehold improvements and furniture and fixtures.

The activity related to the January 2004 reorganization during the six months ended June 30, 2006 is as follows:

	Accrued as of December 31, 2005	Cash Payments (IN THOUSANDS)	Accrued as of June 30, 2006
Workforce reduction	$ 78	$ —	$ 78
Facility consolidation and other related costs	2,950	560	2,390
Total	$ 3,028	$ 560	$ 2,468

The accrued costs related to the 2004 reorganizations are expected to be paid in the following periods:

	TOTAL	2006	2007	2008	2009	Thereafter
			(IN THOUSANDS)			
Workforce reduction	$ 78	$ 78	$ —	$ —	$ —	$ —
Facility consolidation and other related costs	2,390	618	1,214	172	184	202
Total	$ 2,468	$ 696	$ 1,214	$ 172	$ 184	$ 202

In connection with prior reorganizations of its workforce, Forrester has consolidated its office space. As a result of these consolidations, Forrester had aggregate accrued facility consolidation costs of $75,000 as of December 31, 2005. The costs accrued as of December 31, 2005 related to the prior reorganizations were paid in 2006 and accordingly there was no accrual remaining at June 30, 2006.

NOTE 4 — NET INCOME PER COMMON SHARE

Basic net income per common share for the three and six months ended June 30, 2006 and 2005 was computed by dividing net income by the basic weighted average number of common shares outstanding during the period. Diluted net income per common share for the three and six months ended June 30, 2006 and 2005 was computed by dividing net income by the diluted weighted average number of common shares outstanding during the period. The weighted average number of common equivalent shares outstanding has been determined in accordance with the treasury-stock method. Common stock equivalents consist of common stock issuable on the exercise of outstanding options when dilutive. A reconciliation of basic to diluted weighted average shares outstanding is as follows:

	THREE MONTHS ENDED JUNE 30,		SIX MONTHS ENDED JUNE 30,	
	2006	2005	2006	2005
		(IN THOUSANDS)		
Basic weighted average common shares outstanding	21,988	21,511	21,587	21,561
Weighted average common equivalent shares	856	336	730	282
Diluted weighted average shares outstanding	22,844	21,847	22,317	21,843

During the three and six month periods ended June 30, 2006 and 2005, approximately 1,525,000 and 1,588,000 and 3,039,000 and 3,137,000 stock options, respectively, were excluded from the calculation of diluted weighted average shares outstanding as the effect would have been anti-dilutive.

NOTE 5 — COMPREHENSIVE INCOME

The components of total comprehensive income for the three and six months ended June 30, 2006 and 2005 are as follows:

	THREE MONTHS ENDED JUNE 30,		SIX MONTHS ENDED JUNE 30,	
	2006	2005	2006	2005
		(IN THOUSANDS)		
Unrealized gain (loss) on available-for-sale securities, net of taxes	$ 37	$ 77	$ 104	$ (361)
Reclassification adjustment for realized gains in net income, net of taxes	—	—	—	(1,122)
Cumulative translation adjustment	(90)	(2)	(172)	726
Total other comprehensive (loss) income	$ (53)	$ 75	$ (68)	$ (757)
Reported net income	3,850	2,457	5,363	5,196
Total comprehensive income	$ 3,797	$ 2,532	$ 5,295	$ 4,439

NOTE 6 — NON-MARKETABLE INVESTMENTS

In June 2000, Forrester committed to invest $20.0 million in two technology-related private equity investment funds with capital contributions required to be funded over an expected period of five years. During the three months ended June 30, 2006 and 2005, Forrester contributed approximately $125,000 and $163,000 to these investment funds, respectively. During the six months ended June 30, 2006 and 2005, Forrester contributed approximately $563,000 and $313,000 to these investment funds, respectively, resulting in total cumulative contributions of approximately $19.3 million to date. One of these investments is being accounted for using the cost method and, accordingly, is valued at cost unless an other than temporary impairment in its value occurs or the investment is liquidated. The other investment is being accounted for using the equity method as Forrester has an ownership interest in the investee in excess of 20% and, accordingly, Forrester records its share of the investee's operating results each period. During the three and six months ended June 30, 2006, gross distributions of $223,000 and $498,000, respectively, were recorded and resulted in gains of $170,000 and $369,000, respectively, in the consolidated statements of income. During the three and six months ended June 30, 2005, gross distributions of $213,000 and $580,000, respectively, were recorded and resulted in gains of $112,000 and $292,000, respectively, in the consolidated statements of income. During the three and six months ended June 30, 2006 and 2005 there were no impairments recorded. During the three months and six months ended June 30, 2006 and 2005, fund management charges of approximately $84,000 and $168,000 were included in other income, net for each period in the consolidated statements of income, respectively, bringing the total cumulative fund management charges paid by Forrester to approximately $2.4 million as of June 30, 2006. Fund management charges are recorded as a reduction of the investments' carrying value.

In December 2003, Forrester committed to invest an additional $2.0 million over an expected capital contribution period of two years in an annex fund of one of the two private equity investment funds. As of June 30, 2006, $2.0 million had been contributed to the annex fund. The annex fund investment is outside of the scope of the bonus plan described below. This investment is being accounted for using the cost method and, accordingly, is valued at cost unless an other than temporary impairment in its value occurs or the investment is liquidated. In June 2006, Forrester determined that its investment had been permanently impaired. As a result, Forrester recorded a write-down of approximately $162,000 which is included in the consolidated statements of income for the three and six months ended June 30, 2006.

Forrester has adopted a cash bonus plan to pay bonuses, after the return of invested capital, measured by the proceeds of a portion of its share of net profits from these investments, if any, to certain key employees, subject to the terms and conditions of the plan. The payment of such bonuses would result in compensation expense with respect to the amounts so paid. To date, no bonuses have been paid under this plan. The principal purpose of this cash bonus plan was to retain key employees by allowing them to participate in a portion of the potential return from Forrester's technology-related investments if they remained employed by the Company. The plan was established at a time when technology and internet companies were growing significantly, and providing incentives to retain key employees during that time was important.

The timing of the recognition of future gains or losses from these investment funds is beyond Forrester's control. As a result, it is not possible to predict when Forrester will recognize such gains or losses, if Forrester will award cash bonuses based on the net profit from such investments, or when Forrester will incur compensation expense in connection with the payment of such bonuses. If the investment funds realize large gains or losses on their investments, Forrester could experience significant variations in its quarterly results unrelated to its business operations. These variations could be due to significant gains or losses or to significant compensation expenses. While gains may offset compensation expenses in a particular quarter, there can be no assurance that related gains and compensation expenses will occur in the same quarters.

NOTE 7 — STOCK REPURCHASE

In October 2001, Forrester announced a program authorizing the repurchase of up to $50.0 million of its common stock. In February 2005, the Board of Directors authorized the repurchase of up to an additional $50.0 million of common stock. The shares repurchased may be used, among other things, in connection with Forrester's employee stock option and stock purchase plans and for potential acquisitions. As of June 30, 2006, Forrester had repurchased approximately 4,504,000 shares of common stock at an aggregate cost of approximately $76.5 million.

NOTE 8 — OPERATING SEGMENT AND ENTERPRISE WIDE REPORTING

Forrester's operations are managed within the following three operating groups ("Operating Groups"): (i) Americas, (ii) Europe, Middle East and Africa (EMEA) and (iii) Asia Pacific. All of the Operating Groups generate revenues through sales of the same research and advisory and other service offerings. Each of the Operating Groups is composed of sales forces responsible for clients located in such Operating Group's region and research personnel focused primarily on issues generally more relevant to clients in that region. Forrester evaluates reportable segment performance and allocates resources based on direct margin. Direct margin, as presented below, is defined as operating income excluding certain selling and marketing expenses, non-cash stock-based compensation expense, general and administrative expenses, depreciation expense and amortization of intangibles. The accounting policies used by the reportable segments are the same as those used by Forrester.

Forrester does not identify or allocate assets, including capital expenditures, by operating segment. Accordingly, assets are not being reported by segment because the information is not available by segment and is not reviewed in the evaluation of performance or in making decisions in the allocation of resources.

The following tables present information about reportable segments.

	Americas	EMEA	Asia Pacific	Consolidated
		(IN THOUSANDS)		
Three months ended June 30, 2006				
Revenue	$ 37,296	$ 9,840	$ 1,349	$ 48,484
Direct Margin	15,453	1,091	499	17,043
Corporate expenses				(10,725)
Amortization of intangible assets				(472)
Income from operations				$ 5,846
Three months ended June 30, 2005				
Revenue	$ 29,546	$ 8,273	$ 1,427	$ 39,246
Direct Margin	10,716	547	666	11,929
Corporate expenses				(7,787)
Amortization of intangible assets				(833)
Income from operations				$ 3,309
Six months ended June 30, 2006				
Revenue	$ 68,860	$ 18,161	$ 2,660	$ 89,681
Direct Margin	27,384	1,420	820	29,624
Corporate expenses				(20,765)
Amortization of intangible assets				(1,124)
Income from operations				$ 7,735
Six months ended June 30, 2005				
Revenue	$ 54,952	$ 15,144	$ 2,932	$ 73,028
Direct Margin	20,001	504	1,433	21,938
Corporate expenses				(14,601)
Amortization of intangible assets				(1,956)
Income from operations				$ 5,381

Net revenues by geographic client location and as a percentage of total revenues are as follows:

	THREE MONTHS ENDED JUNE 30,		SIX MONTHS ENDED JUNE 30,	
	2006	2005	2006	2005
		(IN THOUSANDS)		
United States	$ 34,321	$ 27,130	$ 63,129	$ 50,464
Europe (excluding United Kingdom)	6,569	5,140	11,099	9,302
United Kingdom	3,171	3,126	6,665	5,953
Canada	2,110	2,127	4,236	3,836
Other	2,313	1,723	4,552	3,473
	$ 48,484	$ 39,246	$ 89,681	$ 73,028

	THREE MONTHS ENDED JUNE 30,		SIX MONTHS ENDED JUNE 30,	
	2006	2005	2006	2005
United States	71%	69%	70%	69%
Europe (excluding United Kingdom)	14	13	12	13
United Kingdom	6	8	8	8
Canada	4	5	5	5
Other	5	5	5	5
	100%	100%	100%	100%

NOTE 9 — RECENT ACCOUNTING PRONOUNCEMENTS

In July 2006, the FASB issued FIN 48, "Accounting for Uncertainty in Income Taxes—an interpretation of FASB Statement No. 109," which seeks to reduce the significant diversity in practice associated with certain aspects of measurement and recognition in accounting for income taxes. FIN 48 prescribes a recognition threshold and measurement attribute for financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return, and also provides guidance on derecognition, classification, interest and penalties, accounting in interim periods, disclosure, and transition. The provisions of FIN 48 are effective for fiscal years beginning after December 15, 2006. Upon adoption, the cumulative effect of any changes in net assets resulting from the application of FIN 48 will be recorded as an adjustment to retained earnings. Forrester is currently evaluating the impact, if any, that FIN 48 will have on its financial position and results of operations.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

OVERVIEW

This Quarterly Report on Form 10-Q contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Words such as "expects," "believes," "anticipates," "intends," "plans," "estimates," or similar expressions are intended to identify these forward-looking statements. These statements include, but are not limited to, statements about the success of and demand for our research and advisory products and services, and our ability to achieve success as the industry consolidates. These statements are based on our 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, trends in technology spending, business and economic conditions, market trends, competition, the ability to attract and retain professional staff, our dependence on renewals of our membership-based research services and on key personnel, as well as risks associated with our ability to offer new products and services, variations in our quarterly operating results, and the actual amount of the charge and any cost savings related to reductions in force and associated actions. We undertake no obligation to update publicly any forward-looking statements, whether as a result of new information, future events, or otherwise.

We derive revenues from memberships to our research product offerings and from our advisory services and events available through what we refer to as Research, Data, Consulting, and Community offerings. We offer contracts for our research products that are typically renewable annually and payable in advance. Research revenues are recognized as revenue ratably over the term of the contract. Accordingly, a substantial portion of our billings are initially recorded as deferred revenue. Clients purchase advisory services offered through our Data, Consulting and Community products and services to supplement their memberships to our research. Billings attributable to advisory services are initially recorded as deferred revenue and are recognized as revenue when delivered. Event billings are also initially recorded as deferred revenue and are recognized as revenue upon completion of each event. Consequently, changes in the number and value of client contracts, both net decreases as well as net increases, impact our revenues and other results over a period of several months.

Our primary operating expenses consist of cost of services and fulfillment, selling and marketing expenses, general and administrative expenses, depreciation and amortization of intangible assets. Cost of services and fulfillment represents the costs associated with the production and delivery of our products and services, and it includes the costs of salaries, bonuses, and related benefits for research personnel and all associated editorial, travel, and support services. Selling and marketing expenses include salaries, employee benefits, travel expenses, promotional costs, sales commissions, and other costs incurred in marketing and selling our products and services. General and administrative expenses include the costs of the technology, operations, finance, and strategy groups and our other administrative functions. Overhead costs are allocated over these categories according to the number of employees in each group. Amortization of intangible assets represents the cost of amortizing acquired intangible assets such as customer relationships.

Deferred revenue, agreement value, client retention, dollar retention and enrichment are metrics we believe are important to understanding our business. We believe that the amount of deferred revenue, along with the agreement value of contracts to purchase research and advisory services, provide a significant measure of our business activity. Deferred revenue reflects billings in advance of revenue recognition as of the measurement date. We calculate agreement value as the total revenues recognizable from all research and advisory service contracts in force at a given time (but not including advisory-only contracts), without regard to how much revenue has already been recognized. No single client accounted for more than 3% of agreement value at June 30, 2006. We calculate client retention as the number of client companies who renewed with memberships during the most recent twelve month period as a percentage of those that would have expired during the same period. We calculate dollar retention as a percentage of the dollar value of all client membership contracts renewed during the most recent twelve month fiscal period to the total dollar value of all client membership contracts that expired during the period. We calculate enrichment as a percentage of the dollar value of client membership contracts renewed during the period to the dollar value of the corresponding expiring contracts. Client retention, dollar retention, and enrichment are not necessarily indicative of the rate of future retention of our revenue base. A summary of our key metrics is as follows:

	As of June 30, 2006	2005	Absolute Increase	Percentage Increase
Deferred Revenue (in millions)	$ 80.3	$ 70.0	$10.3	15%
Agreement Value (in millions)	$154.4	$130.0	$24.4	19%
Client Retention	78%	76%	2%	3%
Dollar Retention	86%	86%	—	—%
Enrichment	110%	104%	6%	6%
Number of clients	2,194	1,906	288	15%

The increase in deferred revenue and agreement value from June 30, 2005 to June 30, 2006 is primarily due to increases in the number of clients and in the average contract size of research only contracts. The average contract size for annual memberships for research only contracts at June 30, 2006 was approximately $40,800, an increase of 5% from $38,800 at June 30, 2005. Client retention and enrichment increases in 2006 reflect increasing demand, reduced discounting and increased prices.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

Management's discussion and analysis of financial condition and results of operations are based upon our consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP"). The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities. On an ongoing basis, we evaluate our policies and estimates, including but not limited to, those related to our revenue recognition, non-cash stock-based compensation, allowance for doubtful accounts, non-marketable investments, goodwill and other intangible assets and income taxes. Management bases its estimates on historical experience and various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

We consider the following accounting policies to be those that require the most subjective judgment or those most important to the portrayal of our financial condition and results of operations. If actual results differ significantly from management's estimates and projections, there could be a material effect on our financial statements. This is not a comprehensive list of all of our accounting policies. In many cases, the accounting treatment of a particular transaction is specifically dictated by GAAP, with no need for management's judgment in its application. There are also areas in which management's judgment in selecting any available alternative would not produce a materially different result. For further discussion of the application of these and our other accounting policies, see Management's Discussion and Analysis of Financial Condition and Results of Operations and the Notes to Consolidated Financial Statements in our Annual Report on Form 10-K for the year ended December 31, 2005, previously filed with the SEC.

- REVENUE RECOGNITION. We generate revenues from licensing research, performing advisory services, hosting events and selling annual memberships. We execute contracts that govern the terms and conditions of each arrangement. Revenues from contracts that contain multiple deliverables are allocated among the separate units based on their relative fair values, the estimate of which requires us to make estimates of such fair values; however, the amount recognized is limited to the amount that is not contingent on future performance conditions. Research service revenues are recognized ratably over the term of the agreement. Advisory service revenues are recognized during the period in which the customer receives the agreed upon deliverable. Forrester Teleconferences and reimbursed out of pocket expenses are recorded as advisory service revenues. Event revenues are recognized upon completion of the events. Annual memberships which include access to our research, unlimited phone or email analyst inquiry, unlimited participation in Forrester's teleconferences, and the right to attend one event, are accounted for as one unit of accounting and recognized ratably as research services revenue over the membership period. While our historical business practice has been to offer contracts with a non-cancelable term, effective April 1, 2005, we began to offer our clients a money back guarantee, which gives them the right to cancel their contracts prior to the end of the contract term. For contracts that are terminated during the contract term, refunds would be issued for unused products or services. Furthermore, our revenue recognition determines the timing of commission expenses that are deferred and recorded as expense as the related revenue is recognized. We evaluate the recoverability of deferred commissions at each balance sheet date.
- NON-CASH STOCK-BASED COMPENSATION. Effective January 1, 2006, we adopted the provisions of Statement of Financial Accounting Standards ("SFAS") No. 123 (revised 2004), "Share-Based Payment" ("SFAS No. 123R"). SFAS No. 123R requires the recognition of the fair value of stock-based compensation in net income. To determine the fair value, SFAS No. 123R requires significant judgment and the use of estimates, particularly surrounding assumptions such as stock price volatility and expected option lives and expected option forfeiture rates, to value equity-based compensation. SFAS No. 123R also requires us to estimate future forfeitures of stock-based compensation. There is little experience or guidance with respect to developing these assumptions and models. There is also uncertainty as to how the standard will be interpreted and applied as more companies adopt the standard, and companies and their advisors gain experience with applying the standard.
- ALLOWANCE FOR DOUBTFUL ACCOUNTS. We maintain an allowance for doubtful accounts for estimated losses resulting from the inability of our customers to make contractually obligated payments that totaled approximately $788,000 as of June 30, 2006. Management specifically analyzes accounts receivable and historical bad debts, customer concentrations, current economic trends, and changes in our customer payment terms when evaluating the adequacy of the allowance for doubtful accounts. If the financial condition of our customers were to deteriorate, resulting in an impairment of their ability to make payments, additional allowances may be required, and if the financial condition of our customers were to improve, the allowances may be reduced accordingly.
- NON-MARKETABLE INVESTMENTS. We hold minority interests in technology-related companies and equity investment funds. These investments are in companies that are not publicly traded, and, therefore, because no established market for these securities exists, the estimate of the fair value of our investments requires significant judgment. We have a policy in place to review the fair value of our investments on a regular basis to evaluate the carrying value of the investments in these companies which consists primarily of reviewing the investee's revenue and earnings trends relative to predefined milestones and overall business prospects. We record impairment charges when we believe that an investment has experienced a decline in value that is other than temporary. Future adverse changes in market conditions or poor operating results of underlying investments could result in losses or an inability to recover the carrying

value of the investments that may not be reflected in an investment's current carrying value, thereby possibly requiring an impairment charge in the future.

- GOODWILL AND INTANGIBLE ASSETS AND OTHER LONG-LIVED ASSETS. We have goodwill and identified intangible assets with finite lives related to our acquisitions. SFAS No. 142, "Goodwill and Other Intangible Assets," requires that goodwill and intangible assets with indefinite lives no longer be amortized but instead be measured for impairment at least annually or whenever events indicate that there may be an impairment. In order to determine if an impairment exists, we compare the reporting unit's carrying value to the reporting unit's fair value. Determining the reporting unit's fair value requires us to make estimates on our market conditions and operational performance. Absent an event that indicates a specific impairment may exist, we have selected November 30th as the date of performing the annual goodwill impairment test. As of June 30, 2006, we believe that the carrying value of our goodwill is not impaired. Future events could cause us to conclude that impairment indicators exist and that goodwill associated with our acquired businesses is impaired. Any resulting impairment loss could have a material adverse impact on our financial condition and results of operations.

  Intangible assets with finite lives are valued according to the future cash flows they are estimated to produce. These assigned values are amortized on an accelerated basis which matches the periods those cash flows are estimated to be produced. Tangible assets with finite lives consist of property and equipment, which are depreciated and amortized over their estimated useful lives. We continually evaluate whether events or circumstances have occurred that indicate that the estimated remaining useful life of our identifiable intangible and long-lived tangible assets may warrant revision or that the carrying value of these assets may be impaired. To compute whether intangible assets have been impaired, the estimated undiscounted future cash flows for the estimated remaining useful life of the assets are compared to the carrying value. To the extent that the future cash flows are less than the carrying value, the assets are written down to the estimated fair value of the asset.

- INCOME TAXES. We have deferred tax assets related to temporary differences between the financial statement and tax bases of assets and liabilities as well as operating loss carryforwards (primarily from stock option exercises and the acquisition of Giga). In assessing the realizability of deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred tax assets will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences become deductible and before the carryforwards expire. Although realization is not assured, based upon the level of our historical taxable income and projections for our future taxable income over the periods during which the deferred tax assets are deductible and the carryforwards expire, management believes it is more likely than not that we will realize the benefits of these deferred tax assets. The amount of the deferred tax asset considered realizable, however, could be reduced if our estimates of future taxable income during the carry-forward periods are incorrect. In July 2006, the FASB issued FIN 48, "Accounting for Uncertainty in Income Taxes—an interpretation of FASB Statement No. 109," which seeks to reduce the significant diversity in practice associated with certain aspects of measurement and recognition in accounting for income taxes. FIN 48 prescribes a recognition threshold and measurement attribute for financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return, and also provides guidance on derecognition, classification, interest and penalties, accounting in interim periods, disclosure, and transition. The provisions of FIN 48 are effective for fiscal years beginning after December 15, 2006. Upon adoption, the cumulative effect of any changes in net assets resulting from the application of FIN 48 will be recorded as an adjustment to retained earnings. We are currently evaluating the impact, if any, that FIN 48 will have on our financial position and results of operations.

RESULTS OF OPERATIONS

The following table sets forth selected financial data as a percentage of total revenues for the periods indicated:

	THREE MONTHS ENDED JUNE 30,		SIX MONTHS ENDED JUNE 30,	
	2006	2005	2006	2005
Research services	58%	61%	62%	66%
Advisory services and other	42	39	38	34
Total revenues	100	100	100	100
Cost of services and fulfillment	42	43	42	42
Selling and marketing	32	33	33	34
General and administrative	11	11	12	12
Depreciation	2	2	2	2
Amortization of intangible assets	1	3	1	3

	THREE MONTHS ENDED JUNE 30,		SIX MONTHS ENDED JUNE 30,	
	2006	2005	2006	2005
Income from operations	12	8	10	7
Other income, net	3	2	1	2
Realized gains on securities	—	—	—	3
Income before income tax provision	15	10	11	12
Income tax provision	7	4	5	5
Net income	8%	6%	6%	7%

THREE MONTHS ENDED JUNE 30, 2006 AND JUNE 30, 2005

REVENUES.

	THREE MONTHS ENDED JUNE 30, 2006	2005	Absolute Increase (Decrease)	Percentage Increase (Decrease)
Revenues (in millions)	$ 48.5	$ 39.2	$ 9.3	24%
Revenues from research services (in millions)	$ 28.3	$ 23.8	$ 4.5	19%
Advisory services and other revenues (in millions)	$ 20.2	$ 15.4	$ 4.8	31%
Revenues attributable to customers outside of the United States (in millions)	$ 14.1	$ 12.1	$ 2.0	17%
Revenues attributable to customers outside of the United States as a percentage of total revenues	29%	31%	(2)%	(6)%
Number of clients	2,194	1,906	288	15%
Number of research employees	286	227	59	26%
Number of events	3	3	—	—

The increase in total revenues as well as the increase in the number of clients is primarily attributable to increased demand resulting from improving economic conditions and technology spending, reduced discounting and increased prices. No single client company accounted for more than 3% of revenues during the three months ended June 30, 2006 or 2005.

Research services revenues as a percentage of total revenues declined from 61% in the three months ended June 30, 2005 to 58% in the three months ended June 30, 2006 as a result of an increase in advisory services and other revenues. The increase in advisory services and other revenues is primarily attributable to increased demand for more customized services and increased research personnel available to deliver advisory services as well as to an increase in event sponsorship and attendance.

International revenues increased 17% to $14.1 million in the three months ended June 30, 2006 from $12.1 million in the three months ended June 30, 2005 due to increased demand. The decrease in international revenues as a percentage of total revenues is primarily attributable to sales of our products and services growing at a faster rate domestically than internationally and to the effects of foreign currency translation.

COST OF SERVICES AND FULFILLMENT.

	THREE MONTHS ENDED JUNE 30, 2006	2005	Absolute Increase (Decrease)	Percentage Increase (Decrease)
Cost of services and fulfillment (in millions)	$20.3	$16.7	$3.6	22%
Cost of services and fulfillment as a percentage of total revenues	42%	43%	(1)%	(2)%
Number of research and fulfillment employees	356	291	65	22%

The increase in cost of services and fulfillment is primarily attributable to increased compensation and benefits costs resulting from an increase in average headcount and annual increases in compensation costs, the recording of non-cash stock-based compensation expense related to the adoption of SFAS No. 123R, increased third-party survey costs and to an increase in travel expenses resulting from increased advisory services delivered. The decrease in cost of services and fulfillment as a percentage of total revenues is primarily attributable to an increased revenue base.

SELLING AND MARKETING.

	THREE MONTHS ENDED JUNE 30, 2006	THREE MONTHS ENDED JUNE 30, 2005	Absolute Increase (Decrease)	Percentage Increase (Decrease)
Selling and marketing expenses (in millions)	$15.4	$13.1	$2.3	18%
Selling and marketing expenses as a percentage of total revenues	32%	33%	(1)%	(3)%
Number of selling and marketing employees	289	263	26	10%

The increase in selling and marketing expenses is primarily attributable to increased compensation and benefits costs resulting from an increase in average headcount and annual increases in compensation costs and to the recording of non-cash stock-based compensation expense related to the adoption of SFAS No. 123R. The decrease in selling and marketing expense as a percentage of total revenues is primarily attributable to an increased revenue base.

GENERAL AND ADMINISTRATIVE.

	THREE MONTHS ENDED JUNE 30, 2006	THREE MONTHS ENDED JUNE 30, 2005	Absolute Increase	Percentage Increase
General and administrative expenses (in millions)	$ 5.5	$4.5	$1.0	22%
General and administrative expenses as a percentage of total revenues	11%	11%	—	—
Number of general and administrative employees	107	95	12	13%

The increase in general and administrative expenses is primarily attributable to increased compensation and benefits costs resulting from an increase in average headcount and annual increases in compensation costs, the recording of non-cash stock-based compensation expense related to the adoption of SFAS No. 123R and to an increase in professional services.

DEPRECIATION. Depreciation expense increased 4% to $916,000 in the three months ended June 30, 2006 from $882,000 in the three months ended June 30, 2005. The increase is primarily attributable to depreciation expense related to leasehold improvements purchased during the three months ended June 30, 2006.

AMORTIZATION OF INTANGIBLE ASSETS. Amortization of intangible assets decreased to $472,000 in the three months ended June 30, 2006 from $833,000 in the three months ended June 30, 2005. This decrease in amortization expense is attributable to the accelerated method we are using to amortize our acquired intangible assets according to the expected cash flows to be received from these assets.

OTHER INCOME, NET. Other income, net, consisting primarily of interest income, increased 76% to $1.3 million in the three months ended June 30, 2006 from $754,000 in the three months ended June 30, 2005. The increase is primarily due to an increase in the average cash and investment balances available for investment in 2006 as compared to 2005 and to higher returns on invested capital.

REALIZED GAINS ON SECURITIES, NET. Gains on distributions from non-marketable investments totaled $170,000 and $112,000 in the three months ended June 30, 2006 and 2005, respectively. Impairments of non-marketable investments resulted in a net charge of $162,000 during the three months ended June 30, 2006.

PROVISION FOR INCOME TAXES. During the three months ended June 30, 2006, we recorded an income tax provision of $3.3 million, which reflected an effective tax rate of 46%. During the three months ended June 30, 2005, we recorded an income tax provision of $1.7 million, which reflected an effective tax rate of 41%. The increase in our effective tax rate for fiscal year 2006 resulted primarily from the creation of a permanent tax difference for the projected annual non-cash stock-based compensation expense related to the adoption of SFAS No. 123R.

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SIX MONTHS ENDED JUNE 30, 2006 AND JUNE 30, 2005

REVENUES.

	SIX MONTHS ENDED JUNE 30, 2006	SIX MONTHS ENDED JUNE 30, 2005	Absolute Increase (Decrease)	Percentage Increase (Decrease)
Revenues (in millions)	$ 89.7	$ 73.0	$16.7	23%
Revenues from research services (in millions)	$ 55.5	$ 47.2	$ 8.3	18%
Advisory services and other revenues (in millions)	$ 34.2	$ 25.8	$ 8.4	32%
Revenues attributable to customers outside of the United States (in millions)	$ 26.6	$ 22.6	$ 4.0	18%
Revenues attributable to customers outside of the United States as a percentage of total revenues	30%	31%	(1)%	(3)%
Number of clients	2,194	1,906	288	15%
Number of research employees	286	227	59	26%
Number of events	4	4	—	—%

The increase in total revenues as well as the increase in the number of clients is primarily attributable to increased demand resulting from improving economic conditions and technology spending, reduced discounting and increased prices. No single client company accounted for more than 3% of revenues during the six months ended June 30, 2006 or 2005.

Research services revenues as a percentage of total revenues declined from 66% in the six months ended June 30, 2005 to 62% in the six months ended June 30, 2006 as a result of an increase in advisory services and other revenues. The increase in advisory services and other revenues is primarily attributable to increased demand for more customized services and increased research personnel available to deliver advisory services as well as to an increase in event sponsorship and attendance.

International revenues increased 18% to $26.6 million in the six months ended June 30, 2006 from $22.6 million in the six months ended June 30, 2005 due to increased demand. The decrease in international revenues as a percentage of total revenues is primarily attributable to sales of our products and services growing at a faster rate domestically than internationally and to the effects of foreign currency translation.

COST OF SERVICES AND FULFILLMENT.

	SIX MONTHS ENDED JUNE 30, 2006	SIX MONTHS ENDED JUNE 30, 2005	Absolute Increase	Percentage Increase
Cost of services and fulfillment (in millions)	$37.9	$30.5	$7.4	24%
Cost of services and fulfillment as a percentage of total revenues	42%	42%	—%	—%
Number of research and fulfillment employees	356	291	65	22%

The increase in cost of services and fulfillment is primarily attributable to increased compensation and benefits costs resulting from an increase in average headcount and annual increases in compensation costs, the recording of non-cash stock-based compensation expense related to the adoption of SFAS No. 123R, increased third-party survey costs and to an increase in travel expenses resulting from increased advisory services delivered.

SELLING AND MARKETING.

	SIX MONTHS ENDED JUNE 30, 2006	SIX MONTHS ENDED JUNE 30, 2005	Absolute Increase (Decrease)	Percentage Increase (Decrease)
Selling and marketing expenses (in millions)	$30.0	$25.0	$5.0	20%
Selling and marketing expenses as a percentage of total revenues	33%	34%	(1)%	(2)%
Number of selling and marketing employees	289	263	26	10%

The increase in selling and marketing expenses is primarily attributable to increased compensation and benefits costs resulting from an increase in average headcount and annual increases in compensation costs and to the recording of non-cash stock-based compensation expense related to the adoption of SFAS No. 123R. The decrease in selling and marketing expense as a percentage of total revenues is primarily attributable to an increased revenue base.

GENERAL AND ADMINISTRATIVE.

	SIX MONTHS ENDED JUNE 30, 2006	2005	Absolute Increase (Decrease)	Percentage Increase (Decrease)
General and administrative expenses (in millions)	$11.1	$8.5	$2.6	31%
General and administrative expenses as a percentage of total revenues	12%	12%	—%	—%
Number of general and administrative employees	107	95	12	13%

The increase in general and administrative expenses is primarily attributable to increased compensation and benefits costs resulting from an increase in average headcount and annual increases in compensation costs, the recording of non-cash stock-based compensation expense related to the adoption of SFAS No. 123R and to an increase in professional services.

DEPRECIATION. Depreciation expense remained consistent both in dollars and as a percentage of total revenues at $1.8 million and 2%, respectively, for the six months ended June 30, 2006 and 2005.

AMORTIZATION OF INTANGIBLE ASSETS. Amortization of intangible assets decreased to $1.1 million in the six months ended June 30, 2006 from $2.0 million in the three months ended June 30, 2005. This decrease in amortization expense is attributable to the accelerated method we are using to amortize our acquired intangible assets according to the expected cash flows to be received from these assets.

OTHER INCOME, NET. Other income, net, consisting primarily of interest income, increased 51% to $2.3 million in the six months ended June 30, 2006 from $1.5 million in the six months ended June 30, 2005. The increase is primarily due to an increase in the average cash and investment balances available for investment in 2006 as compared to 2005 and to higher returns on invested capital.

REALIZED GAINS ON SECURITIES. Net gains on distributions from non-marketable investments totaled approximately $370,000 and $291,000 during the six months ended June 30, 2006 and 2005, respectively. Impairments of non-marketable investments resulted in a net charge of $162,000 during the six months ended June 30, 2006. In the three months ended March 31, 2005, we sold the remaining total of approximately 89,000 shares of Greenfield Online, Inc. (“Greenfield”), an Internet-based market research firm that we held an approximately 1.1% ownership interest in prior to their initial public offering in July, 2004. As a result of the sale we received net proceeds of approximately $1.7 million and recognized a gain of approximately $1.5 million.

PROVISION FOR INCOME TAXES. During the six months ended June 30, 2006, we recorded an income tax provision of $4.9 million, which reflected an effective tax rate of 48%. During the six months ended June 30, 2005, we recorded an income tax provision of $3.5 million, which reflected an effective tax rate of 40%. The increase in our effective tax rate for fiscal year 2006 resulted primarily from the creation of a permanent tax difference for the projected annual non-cash stock-based compensation expense related to the adoption of SFAS No. 123R.

LIQUIDITY AND CAPITAL RESOURCES

We have financed our operations primarily through funds generated from operations. Memberships for research services, which constituted approximately 62% of our revenues during the six months ended June 30, 2006, are annually renewable and are generally payable in advance. We generated cash from operating activities of $27.0 million and $16.1 million during the six months ended June 30, 2006 and 2005, respectively. The increase in cash provided from operations is primarily attributable to the increase in cash received from payment of accounts receivable.

During the six months ended June 30, 2006, we used $15.7 million of cash in investing activities, consisting primarily of $14.0 million used in net purchases of available-for-sale securities. We regularly invest excess funds in short-and intermediate-term interest-bearing obligations of investment grade.

In June 2000, we committed to invest $20.0 million in two private equity investment funds over an expected period of five years. As of June 30, 2006, we had contributed approximately $19.3 million to the funds. The timing and amount of future contributions are entirely within the discretion of the investment funds. In July 2000, we adopted a cash bonus plan to pay bonuses, after the return of invested capital, measured by the proceeds of a portion of the share of net profits from these investments, if any, to certain key employees who must remain employed with us at the time any bonuses become payable under the plan, subject to the terms and conditions of the plan. The principal purpose of this cash bonus plan was to retain key employees by allowing them to participate in a portion of the potential return from Forrester's technology-related investments if they remained employed by the Company. The plan was established at a time when technology and internet companies were growing significantly, and providing incentives to retain key employees during that time was important. To date, we have not paid any bonuses under this plan.

In December 2003, we committed to invest an additional $2.0 million over an expected period of two years in an annex fund of one of the two private equity investment funds. As of June 30, 2006, we had contributed $2.0 million to the annex fund.

We generated cash from financing activities of $24.4 million during the six months ended June 30, 2006 and we used $8.6 million of cash in financing activities during the six months ended June 30, 2005. The increase in cash provided from financing activities is primarily attributable to an increase in proceeds from exercises of employee stock options and a decrease in repurchases of our common stock.

In October 2001, Forrester announced a program authorizing the repurchase of up to $50.0 million of its common stock. In February 2005, our Board of Directors authorized an additional $50.0 million to purchase common stock under the stock repurchase program. We did not repurchase any shares during the three months ended June 30, 2006. As of June 30, 2006, we had cumulatively repurchased 4.5 million shares of common stock at an aggregate cost of approximately $76.5 million.

As of June 30, 2006, we had cash and cash equivalents of $84.6 million and available-for-sale securities of $97.6 million. We do not have a line of credit and do not anticipate the need for one in the foreseeable future. We plan to continue to introduce new products and services and expect to make minimal investments in our infrastructure during the next 12 months. We believe that our current cash balance, available-for-sale securities, and cash flows from operations will satisfy working capital, financing activities, and capital expenditure requirements for at least the next two years.

As of June 30, 2006, we had future contractual obligations as follows*:

	FUTURE PAYMENTS DUE BY YEAR (IN THOUSANDS)						
CONTRACTUAL OBLIGATIONS	**TOTAL**	**2006**	**2007**	**2008**	**2009**	**2010**	**Thereafter**
Operating leases	$ 35,311	$ 3,837	$ 8,232	$ 6,634	$ 6,570	$ 6,458	$ 3,580

* The above table does not include future minimum rentals to be received under subleases of $559,000. The above table also does not include the remaining $700,000 of capital commitments to the private equity funds described above due to the uncertainty as to the timing of capital calls made by such funds.

We do not maintain any off-balance sheet financing arrangements.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The following discussion about our market risk disclosures involves forward-looking statements. Actual results could differ materially from those projected in the forward-looking statements. We are exposed to market risk related to changes in interest rates and foreign currency exchange rates. We do not use derivative financial instruments for speculative or trading purposes.

INTEREST RATE SENSITIVITY. We maintain an investment portfolio consisting mainly of federal, state and municipal government obligations and corporate obligations, with a weighted-average maturity of less than one year. These available-for-sale securities are subject to interest rate risk and will decline in value if market interest rates increase. We have the ability to hold our fixed income investments until maturity (except for any future acquisitions or mergers). Therefore, we would not expect our operating results or cash flows to be affected to any significant degree by a sudden change in market interest rates on our securities portfolio. The following table provides information about our investment portfolio. For investment securities, the table presents principal cash flows and related weighted-average interest rates by expected maturity dates.

Principal amounts by expected maturity in U.S. dollars are as follows:

	FAIR VALUE AT JUNE 30, 2006	FY 2006	FY 2007	FY 2008
Cash equivalents	$ 65,780	$ 65,780	$ —	$ —
Weighted average interest rate	4.04%	4.04%	—	—
Federal agency obligations	$ 3,930	$ —	$ 3,930	$ —
State and municipal agency obligations	120,930	101,234	15,607	4,089
Corporate obligations	22,197	5,997	16,200	—
Less: Cash equivalents	(49,550)	(49,550)	—	—
Total Investments	$ 97,507	$ 57,681	$35,737	$4,089
Weighted average interest rate	3.32%	3.46%	3.47%	3.63%
Total portfolio	$163,287	$123,461	$35,737	$4,089
Weighted average interest rate	3.61%	3.77%	3.47%	3.63%

FOREIGN CURRENCY EXCHANGE. On a global level, we face exposure to movements in foreign currency exchange rates. This exposure may change over time as business practices evolve and could have a material adverse impact on our results of operations. To date, the effect of changes in currency exchange rates has not had a significant impact on our financial position or our results of operations. Accordingly, we have not entered into any hedging agreements. However, we are prepared to hedge against fluctuations that the Euro, or other foreign currencies, will have on foreign exchange exposure if this exposure becomes material. As of June 30, 2006, the total assets related to non-U.S. dollar denominated currencies that are subject to foreign currency exchange risk were approximately $24.3 million.

ITEM 4. CONTROLS AND PROCEDURES

EVALUATION OF DISCLOSURE CONTROLS AND PROCEDURES

Our management, with the participation of our principal executive officer and principal financial officer, has evaluated the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act")), as of June 30, 2006. Based on such evaluation, our principal executive officer and principal financial officer have concluded that as of such date, our disclosure controls and procedures were designed to ensure that information required to be disclosed by us in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in applicable SEC rules and forms and were effective.

CHANGES IN INTERNAL CONTROL OVER FINANCIAL REPORTING

There was no change in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) that occurred during the quarter ended June 30, 2006 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

Our Annual Meeting of Stockholders was held on May 9, 2006. At this meeting, Robert M. Galford was re-elected, and Gretchen Teichgraeber was elected, as Class III Directors. Below are the votes by which each Director was elected:

	Total Vote For Directors	Total Vote Withheld From Directors
Robert M. Galford	17,212,476	1,202,613
Gretchen Teichgraeber	17,774,366	640,723

In addition, the stockholders voted to approve the Forrester Research, Inc. 2006 Equity Incentive Plan and the Forrester Research, Inc. 2006 Stock Option Plan for Directors. Below are the votes by which each of these plans was approved:

	Total Votes for Approval of Plan	Total Votes Against Approval of Plan	Total Votes Abstained	Total Broker Non-Votes
2006 Equity Incentive Plan	11,164,853	5,566,836	7,943	1,676,257
2006 Stock Option Plan for Directors	14,207,525	2,520,139	11,968	1,676,257

ITEM 6. EXHIBITS

10.1 Forrester Research, Inc. 2006 Equity Incentive Plan

10.2 Forrester Research, Inc. 2006 Stock Option Plan for Directors

31.1 Certification of the Principal Executive Officer

31.2 Certification of the Principal Financial Officer

32.1 Certification of the Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

32.2 Certification of the Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

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 thereunto duly authorized.

FORRESTER RESEARCH, INC.

By: /s/ George F. Colony
George F. Colony
Chairman of the Board of Directors and Chief Executive Officer (principal executive officer)

Date: August 8, 2006

By: /s/ Warren Hadley
Warren Hadley
Chief Financial Officer and Treasurer
(principal financial and accounting officer)

Date: August 8, 2006

Exhibit Index

Exhibit No.	Document
10.1	Forrester Research, Inc. 2006 Equity Incentive Plan
10.2	Forrester Research, Inc. 2006 Stock Option Plan for Directors
31.1	Certification of the Principal Executive Officer
31.2	Certification of the Principal Financial Officer
32.1	Certification of the Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Certification of the Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

Exhibit 10.1

FORRESTER RESEARCH, INC.

2006 EQUITY INCENTIVE PLAN

1. DEFINED TERMS

Exhibit A, which is incorporated by reference, defines the terms used in the Plan and sets forth certain operational rules related to those terms.

2. PURPOSE

The Plan has been established to advance the interests of the Company by providing for the grant to Participants of Stock-based Awards.

3. ADMINISTRATION

The Administrator has discretionary authority, subject only to the express provisions of the Plan, to interpret the Plan; determine eligibility for and grant Awards; determine, modify or waive the terms and conditions of any Award; prescribe forms, rules and procedures; and otherwise do all things necessary to carry out the purposes of the Plan. In the case of any Award intended to be eligible for the performance-based compensation exception under Section 162(m), the Administrator will exercise its discretion consistent with qualifying the Award for that exception. Determinations of the Administrator made under the Plan will be conclusive and will bind all parties.

4. LIMITS ON AWARDS UNDER THE PLAN

(a) *Number of Shares*. The number of shares of Stock available for delivery in satisfaction of Awards under the Plan shall be determined in accordance with this Section 4(a).

(1) Subject to Section 7(b), the maximum number of shares of Stock that may be delivered in satisfaction of Awards under the Plan shall be four million three hundred fifty thousand (4,350,000) plus the number (not to exceed two and one-half million (2,500,000)) of unused Prior Plan shares. For purposes of the preceding sentence, shares of Stock shall be unused Prior Plan shares (i) if they were subject to awards under the Prior Plan, other than restricted stock awards, that were outstanding on the day preceding the Effective Date to the extent such Prior Plan awards are exercised or are satisfied, or terminate or expire, on or after the Effective Date without the delivery of such shares, or (ii) if they were outstanding on the day preceding the Effective Date as restricted stock awards under the Prior Plan and are thereafter forfeited. The number of shares of Stock delivered in satisfaction of an Award shall be, for purposes of the first sentence of this Section 4(a)(1), the number of shares of Stock subject to the Award reduced by the number of shares of Stock (a) withheld by the Company in payment of the exercise price of the Award or in satisfaction of tax withholding requirements with respect to the Award, or (b) awarded under the Plan as Restricted Stock but thereafter forfeited, or (c) made subject to an Award that is exercised or satisfied, or that terminates or expires, without the delivery of such shares.

(2) To the extent consistent with the requirements of Section 422 and with other applicable legal requirements (including applicable stock exchange or Nasdaq requirements), Stock issued under awards of an acquired company that are converted, replaced, or adjusted in connection with the acquisition shall not reduce the number of shares available for Awards under the Plan.

(b) *Type of Shares*. Stock delivered by the Company under the Plan may be authorized but unissued Stock or previously issued Stock acquired by the Company. No fractional shares of Stock will be delivered under the Plan.

(c) *Section 162(m) Limits*. The maximum number of shares of Stock for which Stock Options may be granted to any person in any calendar year and the maximum number of shares of Stock subject to SARs granted to any person in any calendar year will each be one million (1,000,000). The maximum number of shares subject to other Awards granted to any person in any calendar year will be one million (1,000,000) shares. The foregoing provisions will be construed in a manner consistent with Section 162(m).

5. ELIGIBILITY AND PARTICIPATION

The Administrator will select Participants from among those key Employees and consultants and advisors to, the Company or its Affiliates who, in the opinion of the Administrator, are in a position to make a significant contribution to the success of the Company and its Affiliates. Eligibility for ISOs is limited to employees of the Company or of a “parent corporation” or “subsidiary corporation” of the Company as those terms are defined in Section 424 of the Code.

6. RULES APPLICABLE TO AWARDS

(a) All Awards

(1) Award Provisions. The Administrator will determine the terms of all Awards, subject to the limitations provided herein. By accepting any Award granted hereunder, the Participant agrees to the terms of the Award and the Plan. Notwithstanding any provision of this Plan to the contrary, awards of an acquired company that are converted, replaced or adjusted in connection with the acquisition may contain terms and conditions that are inconsistent with the terms and conditions specified herein, as determined by the Administrator.

(2) Term of Plan. No Awards may be made after the tenth anniversary of date of adoption (minus one day), 2016, but previously granted Awards may continue beyond that date in accordance with their terms.

(3) Transferability. ISOs may not be transferred other than by will or the laws of descent and distribution and may be exercised, during the lifetime of the Participant to whom they were awarded, only by that Participant. Other Awards may be transferred during a Participant’s lifetime only on a gratuitous basis and then only to the extent, if any, determined by the Administrator.

(4) Vesting, Etc. The Administrator may determine the time or times at which an Award will vest or become exercisable and the terms on which an Award requiring exercise will remain exercisable. Without limiting the foregoing, the Administrator may at any time accelerate the vesting or exercisability of an Award, regardless of any adverse or potentially adverse tax consequences resulting from such acceleration. Unless the Administrator expressly provides otherwise, however, the following rules will apply: immediately upon the cessation of the Participant’s Employment, each Award requiring exercise that is then held by the Participant or by the Participant’s permitted transferees, if any, will cease to be exercisable and will terminate, and all other Awards that are then held by the Participant or by the Participant’s permitted transferees, if any, to the extent not already vested will be forfeited, except that:

(A) subject to (B) and (C) below, all Stock Options and SARs held by the Participant or the Participant’s permitted transferees, if any, immediately prior to the cessation of the Participant’s Employment, to the extent then exercisable, will remain exercisable for the lesser of (i) a period of three months or (ii) the period ending on the latest date on which such Stock Option or SAR could have been exercised without regard to this Section 6(a)(4), and will thereupon terminate;

(B) all Stock Options and SARs held by a Participant or the Participant’s permitted transferees, if any, immediately prior to the Participant’s death, to the extent then exercisable, will remain exercisable for the lesser of (i) the one year period ending with the first anniversary of the Participant’s death or (ii) the period ending on the latest date on which such Stock Option or SAR could have been exercised without regard to this Section 6(a)(4), and will thereupon terminate; and

(C) all Stock Options and SARs held by a Participant or the Participant’s permitted transferees, if any, immediately prior to the cessation of the Participant’s Employment will immediately terminate upon such cessation if the Administrator in its sole discretion determines that such cessation of Employment has resulted for reasons which cast such discredit on the Participant as to justify immediate termination of the Award.

(5) _Taxes_. The Administrator will make such provision for the withholding of taxes as it deems necessary. The Administrator may, but need not, hold back shares of Stock from an Award or permit a Participant to tender previously owned shares of Stock in satisfaction of tax withholding requirements (but not in excess of the minimum withholding required by law).

(6) _Dividend Equivalents, Etc_. The Administrator may provide for the payment of amounts in lieu of cash dividends or other cash distributions with respect to Stock subject to an Award. Any entitlement to dividend equivalents or similar entitlements shall be established and administered consistent either with exemption from, or compliance with, the requirements of Section 409A to the extent applicable.

(7) _Rights Limited_. Nothing in the Plan will be construed as giving any person the right to continued employment or service with the Company or its Affiliates, or any rights as a stockholder except as to shares of Stock actually issued under the Plan. The loss of existing or potential profit in Awards will not constitute an element of damages in the event of termination of Employment for any reason, even if the termination is in violation of an obligation of the Company or Affiliate to the Participant.

(8) _Section 162(m)_. This Section 6(a)(8) applies to any Performance Award intended to qualify as performance-based for the purposes of Section 162(m) other than a Stock Option or SAR. In the case of any Performance Award to which this Section 6(a)(8) applies, the Plan and such Award will be construed to the maximum extent permitted by law in a manner consistent with qualifying the Award for such exception. With respect to such Performance Awards, the Administrator will preestablish, in writing, one or more specific Performance Criteria no later than 90 days after the commencement of the period of service to which the performance relates (or at such earlier time as is required to qualify the Award as performance-based under Section 162(m)). Prior to grant, vesting or payment of the Performance Award, as the case may be, the Administrator will certify whether the applicable Performance Criteria have been attained and such determination will be final and conclusive. No Performance Award to which this Section 6(a)(8) applies may be granted after the first meeting of the stockholders of the Company held in 2011 until the listed performance measures set forth in the definition of “Performance Criteria” (as originally approved or as subsequently amended) have been resubmitted to and reapproved by the stockholders of the Company in accordance with the requirements of Section 162(m) of the Code, unless such grant is made contingent upon such approval.

(b) _Awards Requiring Exercise_

(1) _409A Exemption_. Except as the Administrator otherwise determines, no Award requiring exercise shall have deferral features, or shall be administered in a manner, that would cause such Award to fail to qualify for exemption from Section 409A.

(2) _Time And Manner Of Exercise_. Unless the Administrator expressly provides otherwise, an Award requiring exercise by the holder will not be deemed to have been exercised until the Administrator receives a notice of exercise (in form acceptable to the Administrator) signed by the appropriate person and accompanied by any payment required under the Award. If the Award is exercised by any person other than the Participant, the Administrator may require satisfactory evidence that the person exercising the Award has the right to do so.

(3) _Exercise Price_. The exercise price (or the base value from which appreciation is to be measured) of each Award requiring exercise shall be not less than 100% of the fair market value of the Stock subject to the Award, determined as of the date of grant, or such higher amount as the Administrator may determine in connection with the grant. Fair market value shall be determined by the Administrator consistent with the requirements of Section 422 and Section 409A, as applicable. No such Award, once granted, may be repriced other than in accordance with the applicable stockholder approval requirements of Nasdaq.

(4) _Payment Of Exercise Price_. Where the exercise of an Award is to be accompanied by payment, the Administrator may determine the required or permitted forms of payment, subject to the requirements of this paragraph. All payments will be by cash or check acceptable to the Administrator, or, if so permitted by the Administrator and if legally permissible, (i) through the delivery of shares of Stock that have been outstanding for at least six months (unless the Administrator approves a shorter period) and that have a fair market value equal to the exercise price, (ii) by delivery to the Company of a promissory note of the person exercising the Award, payable on such terms as are specified by the Administrator, (iii) through a broker-assisted exercise program acceptable to the Administrator, (iv) by other means acceptable to the Administrator, or (v) by any combination of the foregoing permissible forms of payment. The delivery of shares in payment of the exercise price under clause (i) above may be accomplished either by actual delivery or by constructive delivery through attestation of ownership, subject to such rules as the Administrator may prescribe.

(c) _Awards Not Requiring Exercise_

Restricted Stock and Unrestricted Stock, whether delivered outright or under Awards of Stock Units or other Awards that do not require exercise, may be made in exchange for such lawful consideration, including services, as the Administrator determines. Any Award resulting in a deferral of compensation subject to Section 409A shall be construed to the maximum extent possible, as determined by the Administrator, consistent with the requirements of Section 409A.

7. EFFECT OF CERTAIN TRANSACTIONS

(a) _Mergers, etc_. Except as otherwise provided in an Award, the following provisions shall apply in the event of a Covered Transaction:

(1) _Assumption or Substitution_. If the Covered Transaction is one in which there is an acquiring or surviving entity, the Administrator may provide for the assumption of some or all outstanding Awards or for the grant of new awards in substitution therefor by the acquiror or survivor or an affiliate of the acquiror or survivor. Any substitution or assumption of a Stock Option or SAR exempt from the requirements of Section 409A shall be accomplished on a basis that preserves such exemption.

(2) _Cash-Out of Awards_. If the Covered Transaction is one in which holders of Stock will receive upon consummation a payment (whether cash, non-cash or a combination of the foregoing), the Administrator may provide for payment (a "cash-out"), with respect to some or all Awards or portions thereof, equal in the case of each affected Award or portion thereof to the excess, if any, of (A) the fair market value of one share of Stock (as determined by the Administrator in its reasonable discretion) times the number of shares of Stock subject to the Award or such portion, over (B) the aggregate exercise or purchase price, if any, under the Award or such portion (in the case of a SAR, the aggregate base price above which appreciation is measured), in each case on such payment terms (which need not be the same as the terms of payment to holders of Stock) and other terms, and subject to such conditions, as the Administrator determines.

(3) _Acceleration of Certain Awards_. If the Covered Transaction (whether or not there is an acquiring or surviving entity) is one in which there is no assumption, substitution or cash-out, each Award requiring exercise will become fully exercisable, and the delivery of shares of Stock deliverable under each outstanding Award of Stock Units (including Restricted Stock Units and Performance Awards to the extent consisting of Stock Units) will be accelerated and such shares will be delivered, prior to the Covered Transaction, in each case on a basis that gives the holder of the Award a reasonable opportunity, as determined by the Administrator, following exercise of the Award or the delivery of the shares, as the case may be, to participate as a stockholder in the Covered Transaction.

(4) _Termination of Awards Upon Consummation of Covered Transaction_. Each Award (unless assumed pursuant to Section 7(a)(1) above), other than outstanding shares of Restricted Stock (which shall be treated in the same manner as other shares of Stock, subject to Section 7(a)(5) below), will terminate upon consummation of the Covered Transaction.

(5) _Additional Limitations_. Any share of Stock delivered pursuant to Section 7(a)(2) or Section 7(a)(3) above with respect to an Award may, in the discretion of the Administrator, contain such restrictions, if any, as the Administrator deems appropriate to reflect any performance or other vesting conditions to which the Award was subject. In the case of Restricted Stock, the Administrator may require that any amounts delivered, exchanged or otherwise paid in respect of such Stock in connection with the Covered Transaction be placed in escrow or otherwise made subject to such restrictions as the Administrator deems appropriate to carry out the intent of the Plan.

(b) _Change in and Distributions With Respect to Stock_

(1) _Basic Adjustment Provisions_. In the event of a stock dividend, stock split or combination of shares (including a reverse stock split), recapitalization or other change in the Company's capital structure, the Administrator will make appropriate adjustments to the maximum number of shares specified in Section 4(a) that may be delivered under the Plan and to the maximum share limits described in Section 4(c), and will also make appropriate adjustments to the number and kind of shares of stock or securities subject to Awards then outstanding or subsequently granted, any exercise prices relating to Awards and any other provision of Awards affected by such change.

(2) _Certain Other Adjustments_. The Administrator may also make adjustments of the type described in Section 7(b)(1) above to take into account distributions to stockholders other than those provided for in Section 7(a) and 7(b)(1), or any other event, if the Administrator determines that adjustments are appropriate to avoid distortion in the operation of the Plan and to preserve the value of Awards made hereunder, having due regard for the qualification of ISOs under Section 422, the requirements of Section 409A, and the performance-based compensation rules of Section 162(m), where applicable.

(3) _Continuing Application of Plan Terms_. References in the Plan to shares of Stock will be construed to include any stock or securities resulting from an adjustment pursuant to this Section 7.

8. LEGAL CONDITIONS ON DELIVERY OF STOCK

The Company will not be obligated to deliver any shares of Stock pursuant to the Plan or to remove any restriction from shares of Stock previously delivered under the Plan until: (i) the Company is satisfied that all legal matters in connection with the issuance and delivery of such shares have been addressed and resolved; (ii) if the outstanding Stock is at the time of delivery listed on any stock exchange or national market system, the shares to be delivered have been listed or authorized to be listed on such exchange or system upon official notice of issuance; and (iii) all conditions of the Award have been satisfied or waived. If the sale of Stock has not been registered under the Securities Act of 1933, as amended, the Company may require, as a condition to exercise of the Award, such representations or agreements as counsel for the Company may consider appropriate to avoid violation of such Act. The Company may require that certificates evidencing Stock issued under the Plan bear an appropriate legend reflecting any restriction on transfer applicable to such Stock, and the Company may hold the certificates pending lapse of the applicable restrictions.

9. AMENDMENT AND TERMINATION

The Administrator may at any time or times amend the Plan or any outstanding Award for any purpose which may at the time be permitted by law, and may at any time terminate the Plan as to any future grants of Awards; *provided*, that except as otherwise expressly provided in the Plan the Administrator may not, without the Participant's consent, alter the terms of an Award so as to affect adversely the Participant's rights under the Award, unless the Administrator expressly reserved the right to do so at the time of the Award. Any amendments to the Plan shall be conditioned upon stockholder approval only to the extent, if any, such approval is required by law (including the Code and applicable stock exchange or Nasdaq requirements), as determined by the Administrator.

10. OTHER COMPENSATION ARRANGEMENTS

The existence of the Plan or the grant of any Award will not in any way affect the Company's right to Award a person bonuses or other compensation in addition to Awards under the Plan.

11. MISCELLANEOUS

(a) *Waiver of Jury Trial*. By accepting an Award under the Plan, each Participant waives any right to a trial by jury in any action, proceeding or counterclaim concerning any rights under the Plan and any Award, or under any amendment, waiver, consent, instrument, document or other agreement delivered or which in the future may be delivered in connection therewith, and agrees that any such action, proceedings or counterclaim shall be tried before a court and not before a jury. By accepting an Award under the Plan, each Participant certifies that no officer, representative, or attorney of the Company has represented, expressly or otherwise, that the Company would not, in the event of any action, proceeding or counterclaim, seek to enforce the foregoing waivers

(b) *Limitation of Liability*. Notwithstanding anything to the contrary in the Plan, neither the Company, any Affiliate, nor the Administrator, nor any person acting on behalf of any of them, shall be liable to any Participant or to the estate or beneficiary of any Participant or to any other holder of an Award by reason of any acceleration of income, or any additional tax, asserted by reason of the failure of an Award to satisfy the requirements of Section 422 or Section 409A or by reason of Section 4999 of the Code; provided, that nothing in this Section 11(b) shall limit the ability of the Administrator or the Company to provide by separate express written agreement with a Participant for a gross-up payment or other payment in connection with any such tax or additional tax.

EXHIBIT A

Definition of Terms

The following terms, when used in the Plan, will have the meanings and be subject to the provisions set forth below:

"Administrator": The Compensation Committee, except that the Compensation Committee may delegate (i) to one or more of its members such of its duties, powers and responsibilities as it may determine; (ii) to one or more officers of the Company the power to grant rights or options to the extent permitted by Section 157(c) of the Delaware General Corporation Law; (iii) to one or more officers of the Company the authority to allocate other Awards among such persons (other than officers of the Company) eligible to receive Awards under the Plan as such delegated officer or officers determine consistent with such delegation; *provided*, that with respect to any delegation described in this clause (iii) the Compensation Committee (or a properly delegated member or members of such Committee) shall have authorized the issuance of a specified number of shares of Stock under such Awards and shall have specified the consideration, if any, to be paid therefor; and (iv) to such Employees or other persons as it determines such ministerial tasks as it deems appropriate. In the event of any delegation described in the preceding sentence, the term "Administrator" shall include the person or persons so delegated to the extent of such delegation.

"Affiliate": Any corporation or other entity that stands in a relationship to the Company that would result in the Company and such corporation or other entity being treated as one employer under Section 414(b) or Section 414(c) of the Code, except that in determining eligibility for the grant of a Stock Option or SAR by reason of service for an Affiliate, Sections 414(b) and 414(c) of the Code shall be applied by substituting "at least 50%" for "at least 80%" under Section 1563(a)(1), (2) and (3) of the Code and Treas. Regs. § 1.414(c)-2; *provided,* that to the extent permitted under Section 409A, "at least 20%" shall be used in lieu of "at least 50%"; *and further provided,* that the lower ownership threshold described in this definition (50% or 20% as the case may be) shall apply only if the same definition of affiliation is used consistently with respect to all compensatory stock options or stock awards (whether under the Plan or another plan). The Company may at any time by amendment provide that different ownership thresholds (consistent with Section 409A) apply. Notwithstanding the foregoing provisions of this definition, except as otherwise determined by the Administrator, a corporation or other entity shall be treated as an Affiliate only if its employees would be treated as employees of the Company for purposes of the rules promulgated under the Securities Act of 1933, as amended, with respect to the use of Form S-8.

"Award": Any or a combination of the following:

(i) Stock Options.

(ii) SARs.

(iii) Restricted Stock.

(iv) Unrestricted Stock.

(v) Stock Units, including Restricted Stock Units.

(vi) Performance Awards.

(vii) Awards (other than Awards described in (i) through (vi) above) that are convertible into or otherwise based on Stock.

"Board": The Board of Directors of the Company.

"Code": The U.S. Internal Revenue Code of 1986 as from time to time amended and in effect, or any successor statute as from time to time in effect.

"Compensation Committee": The Compensation and Nominating Committee of the Board.

"Company": Forrester Research, Inc.

“Covered Transaction”: Any of (i) a consolidation, merger, or similar transaction or series of related transactions, including a sale or other disposition of stock, in which the Company is not the surviving corporation or which results in the acquisition of all or substantially all of the Company’s then outstanding common stock by a single person or entity or by a group of persons and/or entities acting in concert, (ii) a sale or transfer of all or substantially all the Company’s assets, or (iii) a dissolution or liquidation of the Company. Where a Covered Transaction involves a tender offer that is reasonably expected to be followed by a merger described in clause (i) (as determined by the Administrator), the Covered Transaction shall be deemed to have occurred upon consummation of the tender offer.

“Employee”: Any person who is employed by the Company or an Affiliate.

“Employment”: A Participant’s employment or other service relationship with the Company and its Affiliates. Employment will be deemed to continue, unless the Administrator expressly provides otherwise, so long as the Participant is employed by, or otherwise is providing services in a capacity described in Section 5 to the Company or its Affiliates. If a Participant’s employment or other service relationship is with an Affiliate and that entity ceases to be an Affiliate, the Participant’s Employment will be deemed to have terminated when the entity ceases to be an Affiliate unless the Participant transfers Employment to the Company or its remaining Affiliates.

“ISO”: A Stock Option intended to be an “incentive stock option” within the meaning of Section 422. Each option granted pursuant to the Plan will be treated as providing by its terms that it is to be a non-incentive stock option unless, as of the date of grant, it is expressly designated as an ISO.

“Participant”: A person who is granted an Award under the Plan.

“Performance Award”: An Award subject to Performance Criteria. The Committee in its discretion may grant Performance Awards that are intended to qualify for the performance-based compensation exception under Section 162(m) and Performance Awards that are not intended so to qualify.

“Performance Criteria”: Specified criteria, other than the mere continuation of Employment or the mere passage of time, the satisfaction of which is a condition for the grant, exercisability, vesting or full enjoyment of an Award. For purposes of Awards that are intended to qualify for the performance-based compensation exception under Section 162(m), a Performance Criterion will mean an objectively determinable measure of performance relating to any or any combination of the following (measured either absolutely or by reference to an index or indices and determined either on a consolidated basis or, as the context permits, on a divisional, subsidiary, line of business, project or geographical basis or in combinations thereof): sales; revenues; assets; expenses; earnings before or after deduction for all or any portion of interest, taxes, depreciation, or amortization, whether or not on a continuing operations or an aggregate or per share basis; return on equity, investment, capital or assets; one or more operating ratios; borrowing levels, leverage ratios or credit rating; market share; capital expenditures; cash flow; stock price; stockholder return; sales of particular products or services; customer acquisition or retention; acquisitions and divestitures (in whole or in part); joint ventures and strategic alliances; spin-offs, split-ups and the like; reorganizations; or recapitalizations, restructurings, financings (issuance of debt or equity) or refinancings. A Performance Criterion and any targets with respect thereto determined by the Administrator need not be based upon an increase, a positive or improved result or avoidance of loss. To the extent consistent with the requirements for satisfying the performance-based compensation exception under Section 162(m), the Administrator may provide in the case of any Award intended to qualify for such exception that one or more of the Performance Criteria applicable to such Award will be adjusted in an objectively determinable manner to reflect events (for example, but without limitation, acquisitions or dispositions) occurring during the performance period that affect the applicable Performance Criterion or Criteria.

“Plan”: Forrester Research, Inc. 2006 Equity Incentive Plan as from time to time amended and in effect.

“Prior Plan”: Forrester Research, Inc. 1996 Amended and Restated Equity Incentive Plan, as amended and in effect prior to the Effective Date.

“Restricted Stock”: Stock subject to restrictions requiring that it be redelivered or offered for sale to the Company if specified conditions are not satisfied.

“Restricted Stock Unit”: A Stock Unit that is, or as to which the delivery of Stock or cash in lieu of Stock is, subject to the satisfaction of specified performance or other vesting conditions.

“SAR”: A right entitling the holder upon exercise to receive an amount (payable in shares of Stock of equivalent value) equal to the excess of the fair market value of the shares of Stock subject to the right over the fair market value of such shares at the date of grant.

“Section 409A”: Section 409A of the Code.

“Section 422”: Section 422 of the Code.

“Section 162(m)”: Section 162(m) of the Code.

“Stock”: Common Stock of the Company, par value $.01 per share.

“Stock Option”: An option entitling the holder to acquire shares of Stock upon payment of the exercise price.

“Stock Unit”: An unfunded and unsecured promise, denominated in shares of Stock, to deliver Stock or cash measured by the value of Stock in the future.

“Unrestricted Stock”: Stock not subject to any restrictions under the terms of the Award.

Exhibit 10.2

FORRESTER RESEARCH, INC.
2006 STOCK OPTION PLAN FOR DIRECTORS

1. DEFINED TERMS

Exhibit A, which is incorporated by reference, defines the terms used in the Plan and sets forth certain operational rules related to those terms.

2. PURPOSE

The Plan has been established to advance the interests of the Company by providing for the grant of Stock Options to Eligible Directors.

3. ADMINISTRATION

The Administrator has discretionary authority, subject only to the express provisions of the Plan, to interpret the Plan; determine eligibility for and grant Stock Options; determine, modify or waive the terms and conditions of any Stock Option; prescribe forms, rules and procedures; and otherwise do all things necessary to carry out the purposes of the Plan. Determinations of the Administrator made under the Plan will be conclusive and will bind all parties.

4. LIMITS ON AWARDS UNDER THE PLAN

(a) *Number of Shares*. A maximum of four hundred fifty thousand (450,000) shares of Stock may be delivered under the Plan. Shares of Stock, if any, withheld by the Company in payment of the exercise price of a Stock Option shall not be treated as delivered for purposes of the preceding sentence.

(b) *Type of Shares*. Stock delivered by the Company under the Plan may be authorized but unissued Stock or previously issued Stock acquired by the Company. No fractional shares of Stock will be delivered under the Plan.

5. ELIGIBILITY AND PARTICIPATION

Only Eligible Directors shall be eligible to be awarded Stock Options under, and thereby to participate in, the Plan.

6. RULES APPLICABLE TO STOCK OPTIONS

(a) *Automatic Awards*

(1) *Number of Stock Options; Time of Grant; Term*. On the date of each annual meeting of stockholders of the Company (beginning with the annual meeting of stockholders at which the Plan is approved), each individual who is then an Eligible Director, including any Eligible Director elected to the Board on such date but not including any individual who ceases to be a member of the Board on such date, shall automatically be granted an Annual Award. In addition, each individual who first becomes an Eligible Director between annual meetings shall be granted an Interim Award on the date he or she first becomes an Eligible Director. Subject to Section 7 and the terms of the award, (i) each Annual Award shall entitle the Eligible Director to acquire 12,500 shares of Stock, and (ii) each Interim Award shall entitle the Eligible Director to acquire 6,000 shares of Stock. Unless earlier exercised or terminated in accordance with the Plan, each Automatic Award shall have a term of ten (10) years from the date of grant.

(2) *Exercise Price*. The per-share exercise price of each Automatic Award shall be the per-share fair market value of the Stock on the date of grant, as determined by the Administrator.

(3) *Vesting*. Unless earlier terminated and subject to Section 7 below, each Automatic Award shall vest (become exercisable) as to one quarter (25%) of the shares subject thereto on (a) in the case of an Interim Award, on the date of grant and on each of the next three anniversaries of that date, and (b) in the case of an Annual Award, the first, second, third and fourth anniversaries of the date of grant

(b) *Discretionary Awards*

(1) *Grant*. In addition to such Automatic Awards as may be granted pursuant to Section 6(a) above, the Administrator may grant Discretionary Awards to any Eligible Director at any time, for such number of shares as the Administrator may determine in its discretion.

(2) *Exercise Price; Other Terms*. Each Discretionary Award shall be exercisable at a price per share determined by the Administrator in connection with the grant that is not less than the per-share fair market value of the Stock on the date of grant, as determined by the Administrator. Each Discretionary Award shall be subject to such vesting and other terms, not inconsistent with the express provisions of the Plan, as the Administrator may determine in its discretion.

(c) *All Awards*

(1) *Transferability*. A Stock Option may not be transferred other than by will or by the laws of descent and distribution and during the Eligible Director's lifetime may be exercised only by the Eligible Director. Notwithstanding the foregoing, the Administrator in its discretion may permit any Eligible Director to transfer any or all of his or her Stock Options in a gratuitous transfer to a family member or a family trust, family partnership or similar entity.

(2) *Time and Manner of Exercise; Payment of Exercise Price*. A Stock Option will not be deemed to have been exercised until the Administrator receives a notice of exercise (in form acceptable to the Administrator) signed by the appropriate person and accompanied by the exercise price. If the Stock Option is exercised by any person other than the Participant, the Administrator may require satisfactory evidence that the person exercising the Stock Option has the right to do so. The exercise price must be paid (i) by cash or check acceptable to the Administrator, or (ii) through the delivery of shares of Stock that have been outstanding for at least six months (unless the Administrator approves a shorter period) and that have a fair market value equal to the exercise price, or (iii) through a broker-assisted exercise program acceptable to the Administrator, or (iv) by other means acceptable to the Administrator, or (v) by any combination of the foregoing permissible forms of payment. The delivery of shares in payment of the exercise price under clause (ii) above may be accomplished either by actual delivery or by constructive delivery through attestation of ownership, subject to such rules as the Administrator may prescribe.

(3) *Termination of Service*. If an Eligible Director ceases for any reason other than death to be a member of the Board, all Automatic Awards and, unless otherwise provided in the terms of the Award, all Discretionary Awards then held by the Eligible Director that are not then vested shall immediately terminate and all other Automatic Awards and Discretionary Awards then held by the Eligible Director shall remain exercisable for a period of three (3) months or until the last day of the applicable ten-year term, if earlier, and then (except to the extent previously exercised) shall immediately terminate. In the event of an Eligible Director's death, except as the Administrator shall otherwise provide, all Automatic Awards and Discretionary Awards held by the Eligible Director not then exercisable shall terminate. All Automatic Awards and Discretionary Awards held by an Eligible Director or his or her permitted transferees, if any, immediately prior to the Eligible Director's death, to the extent exercisable, (i) will remain exercisable for the lesser of the one-year period ending with the first anniversary of the Eligible Director's death or (ii) the period ending on the latest date on which such Automatic Award or Discretionary Award could have been exercised without regard to this Section 6(c)(3), and will thereupon terminate.

(4) *Dividend Equivalents, Etc*. The Administrator may provide for the payment of amounts in lieu of cash dividends or other cash distributions with respect to Stock subject to a Stock Option, subject in each case to compliance with the requirements of Section 409A to the extent applicable.

(5) *Rights Limited*. Nothing in the Plan will be construed as giving any Eligible Director the right to continued service with the Company or any rights as a stockholder except as to shares of Stock actually issued under the Plan.

7. EFFECT OF CERTAIN TRANSACTIONS

(a) *Mergers, etc.* Except as otherwise provided in a Stock Option, the following provisions shall apply in the event of a Covered Transaction:

(1) *Assumption or Substitution*. If the Covered Transaction is one in which there is an acquiring or surviving entity, the Administrator may provide for the assumption of some or all outstanding Stock Options or for the grant of new awards in substitution therefor by the acquiror or survivor or an affiliate of the acquiror or survivor to any Eligible Director who will continue to provide services to the acquiring or surviving entity.

(2) *Cash-Out of Awards*. If the Covered Transaction is one in which holders of Stock will receive upon consummation a payment (whether cash, non-cash or a combination of the foregoing), the Administrator may provide for payment (a "cash-out"), with respect to some or all Awards, equal in the case of each affected Stock Option to the excess, if any, of (A) the fair market value of one share of Stock (as determined by the Administrator in its reasonable discretion) times the number of shares of Stock subject to the Stock Option, over (B) the aggregate exercise or purchase price, if any, under the Stock Option, in each case on such payment terms (which need not be the same as the terms of payment to holders of Stock) and other terms, and subject to such conditions, as the Administrator determines.

(3) *Acceleration of Certain Awards*. If the Covered Transaction (whether or not there is an acquiring or surviving entity) is one in which there is no assumption, substitution or cash-out under Section 7(a)(1) above), each Stock Option requiring exercise will become fully exercisable, prior to the Covered Transaction, on a basis that gives the holder of the Stock Option a reasonable opportunity, as determined by the Administrator, following exercise of the Stock Option to participate as a stockholder in the Covered Transaction.

(4) *Termination of Awards Upon Consummation of Covered Transaction*. Each Stock Option (unless assumed pursuant to Section 7(a)(1) above), will terminate upon consummation of the Covered Transaction.

(5) *Additional Limitations*. Any share of Stock delivered pursuant to Section 7(a)(2) or Section 7(a)(3) above with respect to a Stock Option may, in the discretion of the Administrator, contain such restrictions, if any, as the Administrator deems appropriate to reflect any performance or other vesting conditions to which the Stock Option was subject.

(b) *Change in and Distributions With Respect to Stock*

(1) *Basic Adjustment Provisions*. In the event of a stock dividend, stock split or combination of shares (including a reverse stock split), recapitalization or other change in the Company's capital structure, the Administrator will make appropriate adjustments to the maximum number of shares specified in Section 4(a) that may be delivered under the Plan and to the share amounts described in Section 6(a)(1), and will also make appropriate adjustments to the number and kind of shares of stock or securities subject to Stock Options then outstanding or subsequently granted, any exercise prices relating to Stock Options and any other provision of Stock Options affected by such change.

(2) *Continuing Application of Plan Terms*. References in the Plan to shares of Stock will be construed to include any stock or securities resulting from an adjustment pursuant to this Section 7.

8. LEGAL CONDITIONS ON DELIVERY OF STOCK

The Company will not be obligated to deliver any shares of Stock pursuant to the Plan or to remove any restriction from shares of Stock previously delivered under the Plan until: (i) the Company is satisfied that all legal matters in connection with the issuance and delivery of such shares have been addressed and resolved;

(ii) if the outstanding Stock is at the time of delivery listed on any stock exchange or national market system, the shares to be delivered have been listed or authorized to be listed on such exchange or system upon official notice of issuance; and (iii) all conditions of the Award have been satisfied or waived. If the sale of Stock has not been registered under the Securities Act of 1933, as amended, the Company may require, as a condition to exercise of the Award, such representations or agreements as counsel for the Company may consider appropriate to avoid violation of such Act. The Company may require that certificates evidencing Stock issued under the Plan bear an appropriate legend reflecting any restriction on transfer applicable to such Stock, and the Company may hold the certificates pending lapse of the applicable restrictions.

9. AMENDMENT AND TERMINATION

The Administrator may at any time or times amend the Plan or any outstanding Stock Option for any purpose which may at the time be permitted by law, and may at any time terminate the Plan as to any future grants of Stock Options; *provided*, that except as otherwise expressly provided in the Plan the Administrator may not, without the Eligible Director’s consent, alter the terms of a Stock Option so as to affect adversely the Eligible Director’s rights under the Stock Option, unless the Administrator expressly reserved the right to do so at the time of the Stock Option grant. Any amendments to the Plan shall be conditioned upon stockholder approval only to the extent, if any, such approval is required by law (including the Code and applicable stock exchange or Nasdaq requirements), as determined by the Administrator.

10. OTHER COMPENSATION ARRANGEMENTS

The existence of the Plan or the grant of any Stock Option will not in any way affect the Company’s right to grant an Eligible Director other compensation outside of the Plan.

EXHIBIT A

Definition of Terms

The following terms, when used in the Plan, will have the meanings and be subject to the provisions set forth below:

"Administrator": The Compensation Committee, except that the Compensation Committee may delegate to such persons as it determines such ministerial tasks as it deems appropriate. In the event of any delegation described in the preceding sentence, the term "Administrator" shall include the person or persons so delegated to the extent of such delegation.

"Annual Award": An Automatic Award described in Section 6(a)(1)(i).

"Automatic Award": A Stock Option described in Section 6(a)(1).

"Board": The Board of Directors of the Company.

"Code": The U.S. Internal Revenue Code of 1986 as from time to time amended and in effect, or any successor statute as from time to time in effect.

"Compensation Committee": The Compensation and Nominating Committee of the Board.

"Company": Forrester Research, Inc.

"Covered Transaction": Any of (i) a consolidation, merger, or similar transaction or series of related transactions, including a sale or other disposition of stock, in which the Company is not the surviving corporation or which results in the acquisition of all or substantially all of the Company's then outstanding common stock by a single person or entity or by a group of persons and/or entities acting in concert, (ii) a sale or transfer of all or substantially all the Company's assets, or (iii) a dissolution or liquidation of the Company. Where a Covered Transaction involves a tender offer that is reasonably expected to be followed by a merger described in clause (i) (as determined by the Administrator), the Covered Transaction shall be deemed to have occurred upon consummation of the tender offer.

"Discretionary Award": A Stock Option described in Section 6(b)(1).

"Eligible Director": A member of the Board who is not a present or former employee of the Company or of any subsidiary of the Company.

"Interim Award": An Automatic Award described in Section 6(a)(1)(ii).

"Plan": The Forrester Research, Inc. Stock Option Plan for Directors as from time to time amended and in effect.

"Stock": Common Stock of the Company, par value $.01 per share.

"Stock Option": An option entitling the holder to acquire shares of Stock upon payment of the exercise price.

Exhibit 31.1

CERTIFICATION OF THE PRINCIPAL EXECUTIVE OFFICER

I, George F. Colony, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Forrester Research, Inc.;

2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;

3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;

4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f))for the registrant and have:

a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;

b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):

a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ GEORGE F. COLONY

George F. Colony
Chairman of the Board and Chief Executive Officer
(Principal executive officer)

Date: August 8, 2006

Exhibit 31.2

CERTIFICATION OF THE PRINCIPAL FINANCIAL OFFICER

I, Warren Hadley, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Forrester Research, Inc.;

2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;

3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;

4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f))for the registrant and have:

a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;

b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):

a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ WARREN HADLEY
Warren Hadley
Chief Financial Officer and Treasurer
(Principal financial and accounting officer)

Date: August 8, 2006

EXHIBIT 32.1

CERTIFICATION PURSUANT TO
SECTION 1350, CHAPTER 63 OF TITLE 18, UNITED STATES CODE,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

Pursuant to Section 1350, Chapter 63 of Title 18, United States Code, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned, as Chief Executive Officer of Forrester Research, Inc. (the "Company"), does hereby certify that to the undersigned's knowledge:

1) the Company's Quarterly Report on Form 10-Q for the three months ended June 30, 2006 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2) the information contained in the Company's Quarterly Report on Form 10-Q for the three months ended June 30, 2006 fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ George F. Colony

George F. Colony
Chairman of the Board of Directors and Chief Executive Officer

Dated: August 8, 2006

EXHIBIT 32.2

CERTIFICATION PURSUANT TO
SECTION 1350, CHAPTER 63 OF TITLE 18, UNITED STATES CODE,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

Pursuant to Section 1350, Chapter 63 of Title 18, United States Code, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned, as Chief Financial Officer of Forrester Research, Inc. (the "Company"), does hereby certify that to the undersigned's knowledge:

1) the Company's Quarterly Report on Form 10-Q for the three months ended June 30, 2006 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2) the information contained in the Company's Quarterly Report on Form 10-Q for the three months ended June 30, 2006 fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Warren Hadley
Warren Hadley
Chief Financial Officer and Treasurer

Dated: August 8, 2006