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

FORM 8-K

CURRENT REPORT

**Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934**

**April 1, 2013
Date of Report (Date of earliest event reported)**

FORRESTER RESEARCH, INC.

(Exact name of registrant as specified in its charter)

Delaware
**(State or other jurisdiction
of incorporation)**

000-21433
**(Commission
file number)**

04-2797789
**(IRS Employer
Identification No.)**

**60 Acorn Park Drive
Cambridge, MA 02140**
**(Address of principal executive offices)
(Zip code)**

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

Not Applicable
(Former name or former address, if changed since last report)

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

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - ☒ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 8.01: Other Events

On April 1, 2013, Forrester Research, Inc. (the “Company”) issued a press release announcing that it intends to commence a “modified Dutch auction” tender offer for up to an aggregate amount of \$130 million of shares of its common stock, par value \$0.01 per share, at a price of not less than \$32 per share and not more than \$36 per share in cash, without interest. A copy of the press release is attached to this Current Report on Form 8-K as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01: Financial Statements and Exhibits

(d) Exhibits.

99.1 Press Release dated April 1, 2013

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/ Gail S. Mann

Gail S. Mann

Chief Legal Officer and Secretary

Dated: April 1, 2013



For Immediate Release

Forrester Research Announces Intention To Commence Tender Offer To Repurchase Up To \$130 Million Of Its Common Stock

CAMBRIDGE, Mass., April 1, 2013 . . . Forrester Research, Inc. (Nasdaq: FORR) today announced that it intends to commence later this week a “modified Dutch auction” self-tender offer to repurchase up to \$130 million of its common stock at a price per share within the range of \$32.00 to \$36.00. The Nasdaq closing price of Forrester’s common stock on March 28, 2013, was \$31.65 per share.

A “modified Dutch auction” self-tender offer allows stockholders to indicate how many shares and at what price within the company’s specified range (in increments of \$0.25 per share) they wish to tender. When the tender offer expires, based upon the number of shares tendered and the prices specified by the tendering stockholders, the company will determine the purchase price, which will be the lowest price per share within the range that will enable the company to purchase \$130 million of its common stock (or a lower amount if the offer is not fully subscribed). The tender offer will not be conditioned upon any minimum number of shares being tendered, and it will remain open for at least 20 business days.

All shares accepted for payment will be purchased at the same purchase price, regardless of whether a stockholder tendered such shares at a lower price within the range. Stockholders will receive the purchase price in cash, without interest, for shares properly tendered (and not properly withdrawn) at prices equal to or less than the purchase price, subject to the conditions of the tender offer, including provisions relating to “odd lot” priority, proration, and conditional tenders in the event that the aggregate cost to purchase all of the shares tendered at or below the purchase price exceeds \$130 million. These provisions will be described in the Offer to Purchase relating to the tender offer that will be distributed to stockholders. All shares tendered at prices above the purchase price will not be purchased and will be returned promptly to stockholders.

Forrester will use a portion of its cash, cash equivalents, and marketable investments to fund the repurchase of shares in the tender offer. The tender offer will not be conditioned upon obtaining financing or any minimum number of shares being tendered; however, the tender offer will be subject to a number of other terms and conditions, which will be specified in the Offer to Purchase.

The company’s directors and executive officers, including George F. Colony, Forrester’s largest stockholder and its chairman and chief executive officer, have advised the company of their intention not to tender any shares in the tender offer.

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While the company’s board of directors authorized the tender offer, it has not made and will not be making any recommendation to the company’s stockholders as to whether to tender or refrain from tendering their shares or as to the price or prices at which stockholders may choose to tender their shares. Stockholders must make their own decision as to whether to tender their shares and, if so, how many shares to tender and the price or prices at which to tender them. Stockholders are urged to discuss their decision with their tax advisors, financial advisors and/or brokers.

The discussion of the tender offer contained in this press release is for informational purposes only and is neither an offer to purchase nor a solicitation of an offer to sell shares. The offer to purchase and the solicitation of the shares will be made only pursuant to the Offer to Purchase, the related letter of transmittal, and other related materials that are expected to be mailed to all stockholders shortly after commencement of the tender offer, at no expense to stockholders. Stockholders should read those materials and the documents incorporated therein by reference carefully when they become available because they will contain important information, including the various terms and conditions of the tender offer. The company will file a Tender Offer Statement on Schedule TO (the “Tender Offer Statement”) with the U.S. Securities and Exchange Commission (the “SEC”). The Tender Offer Statement, including the Offer to Purchase, the related letter of transmittal, and other related materials, will also be available to stockholders at no charge on the SEC’s website at www.sec.gov or from the information agent for the tender offer, Georgeson Inc. Stockholders are urged to read those materials carefully prior to making any decisions with respect to the tender offer.

About Forrester Research

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

This press release contains forward-looking statements that involve a number of risks and uncertainties. These include statements about the “modified Dutch auction” self-tender offer and related share repurchase, including the expected timing of the tender offer. These statements are based on Forrester’s current plans and expectations and involve risks and uncertainties that could cause actual future activities or results 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, risks and uncertainties regarding the amount and timing of potential benefits of the tender offer; risks and uncertainties regarding the commencement, success, and completion of the tender offer; Forrester’s ability to retain and enrich memberships for its research products and services; technology spending; Forrester’s ability to respond to business and economic conditions and market trends; the risks and challenges inherent in international business activities; competition and industry consolidation; the ability to attract and retain professional staff; Forrester’s dependence on key personnel; the possibility of network disruptions and security breaches; and possible variations in Forrester’s quarterly operating

results. Forrester undertakes no obligation to update publicly any forward-looking statements, whether as a result of new information, future events, or otherwise. For further information, please refer to Forrester's reports and filings with the Securities and Exchange Commission.

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