

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

**SCHEDULE TO**

**Amendment No. 4  
TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) or 13(e)(1) OF  
THE SECURITIES EXCHANGE ACT OF 1934**

**FORRESTER RESEARCH, INC.**

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

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

**346563109**  
(CUSIP Number of Class of Securities)

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

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

*Copy to:*

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

**CALCULATION OF FILING FEE**

Transaction Valuation <sup>(1)</sup>	Amount of Filing Fee <sup>(2)</sup>
\$130,000,000	\$17,732

<sup>(1)</sup> Calculated solely for purposes of determining the amount of the filing fee. This amount is based upon the purchase of 4,062,500 shares of common stock at the minimum tender offer price of \$32.00 per share.

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

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

Amount Previously Paid: \$17,732  
Form or Registration No.: Schedule TO

Filing Party:  
Date Filed:

Forrester Research, Inc.  
April 3, 2013

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

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

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

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

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This Amendment No. 4 (this "Amendment") amends and supplements the Tender Offer Statement on Schedule TO originally filed with the U.S. Securities and Exchange Commission (the "SEC") by Forrester Research, Inc., a Delaware corporation ("Forrester" or the "Company"), on April 3, 2013, as amended and supplemented by Amendment No. 1 to Schedule TO filed with the SEC on April 3, 2013, by Amendment No. 2 to Schedule TO filed with the SEC on April 10, 2013 and by Amendment No. 3 to Schedule TO filed with the SEC on May 2, 2013 (collectively, the "Schedule TO"), in connection with the offer by Forrester to purchase for up to \$130,000,000 in cash shares of its common stock, par value \$0.01 per share (the "Shares"), pursuant to (1) auction tenders at prices specified by the tendering shareholders not greater than \$36.00 per Share and not less than \$32.00 per Share or (2) purchase price tenders, in either case upon the terms and subject to the conditions described in the Offer to Purchase included as Exhibit (a)(1)(A) to the Schedule TO (the "Offer to Purchase"), and in the related Letter of Transmittal included as Exhibit (a)(1)(B) to the Schedule TO (the "Letter of Transmittal," which together with the Offer to Purchase, as they may be amended or supplemented from time to time, constitute the "Tender Offer").

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

**Item 11. Additional Information.**

Item 11 of the Schedule TO is hereby amended and supplemented by adding at the end thereof the following text:

"On May 7, 2013, the Company issued a press release announcing the final results of the Tender Offer, which expired at 5:00 p.m., New York City time, on May 1, 2013. A copy of the press release is filed as Exhibit (a)(5)(E) to this Schedule TO and is incorporated herein by reference."

**Item 12. Exhibits.**

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

<u>Exhibit No.</u>	<u>Description</u>
(a)(5)(E)	Press release announcing final results, dated May 7, 2013.

**SIGNATURE**

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

FORRESTER RESEARCH, INC.

By: /s/ Michael A. Doyle

Name: Michael A. Doyle

Title: Chief Financial Officer and Treasurer

Date: May 7, 2013

## EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
(a)(1)(A)	Offer to Purchase, dated April 3, 2013.*
(a)(1)(B)	Letter of Transmittal.*
(a)(1)(C)	Notice of Guaranteed Delivery.*
(a)(1)(D)	Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees, dated April 3, 2013.*
(a)(1)(E)	Letter to Clients for Use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees, dated April 3, 2013.*
(a)(1)(F)	Summary Advertisement, dated April 3, 2013.*
(a)(2)	None.
(a)(3)	Not applicable.
(a)(4)	Not applicable.
(a)(5)(A)	Press release announcing the Tender Offer, dated April 1, 2013 (incorporated by reference to Exhibit 99.1 of our current report on Form 8-K filed with the SEC on April 1, 2013).
(a)(5)(B)	Press release announcing commencement of the Tender Offer, dated April 3, 2013.*
(a)(5)(C)	Internal Company blog post in connection with the Tender Offer, published April 3, 2013.*
(a)(5)(D)	Press release announcing preliminary results, dated May 2, 2013.*
(a)(5)(E)	Press release announcing final results, dated May 7, 2013.
(b)	None.
(d)(1)	Registration Rights and Non-Competition Agreement (incorporated by reference to Exhibit 10.1 of our Registration Statement on Form S-1 filed with the SEC on September 26, 1996).
(d)(2)(A)	1996 Amended and Restated Equity Incentive Plan, as amended (incorporated by reference to Exhibit 10.3 of our annual report on Form 10-K for the fiscal year ended December 31, 2004).
(d)(2)(B)	Form of Stock Option Certificate (1996 Amended and Restated Equity Incentive Plan) (incorporated by reference to Exhibit 10.1 of our quarterly report on Form 10-Q for the quarter ended September 30, 2004).
(d)(2)(C)	Form of Performance-Based Option Certificate (1996 Amended and Restated Equity Incentive Plan) (incorporated by reference to Exhibit 10.10 of our quarterly report on Form 10-Q for the quarter ended March 31, 2005).
(d)(3)(A)	1996 Amended and Restated Stock Option Plan for Non-Employee Directors (incorporated by reference to Exhibit 10.1 of our quarterly report on form 10-Q for the quarterly period ended March 31, 2002).
(d)(3)(B)	Form of Director's Option Certificate (1996 Amended and Restated Stock Option Plan for Non-Employee Directors) (incorporated by reference to Exhibit 10.12 of our quarterly report on Form 10-Q for the quarter ended June 30, 2005).

- (d)(4)(A) Amended and Restated 2006 Equity Incentive Plan (incorporated by reference to Exhibit A of our definitive proxy on Schedule 14A filed with the SEC on March 26, 2012).
- (d)(4)(B) Form of Incentive Stock Option Certificate (2006 Equity Incentive Plan) (incorporated by reference to Exhibit 10.1 of our quarterly report on Form 10-Q for the quarter ended September 30, 2006).
- (d)(4)(C) Form of Non-Qualified Stock Option Certificate (2006 Equity Incentive Plan) (incorporated by reference to Exhibit 10.2 of our quarterly report on Form 10-Q for the quarter ended September 30, 2006).
- (d)(4)(D) Form of Performance-Based Option Certificate (2006 Equity Incentive Plan) (incorporated by reference to Exhibit 10.17 of our annual report on Form 10-K for the year ended December 31, 2006).
- (d)(4)(E) Form of Performance-Based Restricted Stock Unit Award Agreement (2006 Equity Incentive Plan) (incorporated by reference to Exhibit 10.1 of our quarterly report on Form 10-Q for the quarter ended June 30, 2009).
- (d)(4)(F) Form of Restricted Stock Unit Award Agreement (Amended and Restated 2006 Equity Incentive Plan) (incorporated by reference to Exhibit 10.15 of our annual report on Form 10-K for the year ended December 31, 2012).
- (d)(4)(G) Form of Restricted Stock Unit Award Agreement for Directors (Amended and Restated 2006 Equity Incentive Plan) (incorporated by reference to Exhibit 10.1 of our quarterly report on Form 10-Q for the quarter ended June 30, 2012).
- (d)(5)(A) Stock Option Plan for Directors, as amended (incorporated by reference to Exhibit 10.1 of our quarterly report on Form 10-Q for the quarter ended March 31, 2010).
- (d)(5)(B) Form of Director's Option Certificate (2006 Stock Option Plan for Directors) (incorporated by reference to Exhibit 10.18 of our annual report on Form 10-K for the year ended December 31, 2006).
- (d)(6) Amended and Restated Employee Stock Purchase Plan (incorporated by reference to Exhibit 10.3 of our annual report on Form 10-K for the fiscal year ended December 31, 2011).
- (d)(7) Employment Offer Letter from the Company to Michael A. Doyle dated July 24, 2007 (incorporated by reference to Exhibit 10.21 of our annual report on Form 10-K for the fiscal year ended December 31, 2006).
- (d)(8) Employment Agreement between Forrester Research B.V. and Dennis van Lingen dated as of June 20, 2000, and Addendum thereto dated May 21, 2001 (incorporated by reference to Exhibit 10.1 of our quarterly report on Form 10-Q for the quarter ended March 31, 2008).
- (d)(9) Employment Offer Letter from the Company to Steven Peltzman dated September 6, 2011.\*
- (d)(10) Corporate Governance Guidelines.\*
- (g) None.
- (h) None.

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\* Previously filed with the Schedule TO.



**Forrester Research Announces Final Results  
Of “Modified Dutch Auction” Self-Tender Offer**

*Company Purchases 2,054,732 Shares At \$36.00 Per Share*

**CAMBRIDGE, Mass., May 7, 2013** . . . Forrester Research, Inc. (Nasdaq: FORR) today announced the final results of its “modified Dutch auction” self-tender offer, which expired at 5:00 p.m., New York City time, on May 1, 2013.

Forrester has accepted for purchase 2,054,732 shares of its common stock at a price of \$36.00 per share, for a total purchase price of \$73,970,352, excluding fees and expenses relating to the self-tender offer. The shares accepted for purchase in the self-tender offer represent approximately 9.1% of Forrester’s currently issued and outstanding common stock. Forrester funded its purchase of shares in the self-tender offer using a portion of its cash, cash equivalents, and marketable investments. After completion of its purchase of shares in the self-tender offer, Forrester remains authorized under its previously announced share repurchase program to repurchase up to approximately an additional \$75 million of its common stock. The depository for the self-tender offer, Computershare Trust Company, N.A., will promptly pay for the shares accepted for purchase pursuant to the terms of the tender offer. Forrester is purchasing all shares validly tendered and not withdrawn in the self-tender offer.

UBS Securities LLC served as dealer manager for the self-tender offer, and Georgeson Inc. served as information agent. Stockholders and investors who have questions or need information about the self-tender offer may call Georgeson Inc. toll-free at +1 888.661.5651.

**About Forrester Research**

A global research and advisory firm, Forrester serves professionals in 13 key roles across three distinct client segments. Our clients face progressively complex business and technology decisions every day. To help them understand, strategize, and act upon opportunities brought by change, Forrester provides proprietary research, consumer and business data, custom consulting, events and online communities, and peer-to-peer executive programs. We guide leaders in business technology, marketing and strategy, and the technology industry through independent fact-based insight, ensuring their business success today and tomorrow. For more information, visit <http://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. These statements are based on Forrester’s current plans and expectations and

- More -

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; the amount and timing of future repurchases of Forrester's common stock; 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 U.S. Securities and Exchange Commission.

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