

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933FORRESTER 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 No.)400 Technology Square
Cambridge, Massachusetts 02139
(617) 497-7090
(Address of principal executive offices, including zip code)AMENDED AND RESTATED FORRESTER RESEARCH, INC.
1996 EQUITY INCENTIVE PLAN-----
(Full title of the plan)SUSAN WHIRTY MAFFEI, ESQ.
Chief Financial Officer and General Counsel
Forrester Research, Inc.
400 Technology Square
Cambridge, Massachusetts 02139
(617) 497-7090
(617) 868-0577 (Fax)-----
(Name, Address and Telephone Number, including Area Code, of Agent for Service)

CALCULATION OF REGISTRATION FEE

Title of Securities to be registered	Amount to be registered	PROPOSED MAXIMUM OFFERING PRICE PER SHARE(1)	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE(1)	AMOUNT OF REGISTRATION FEE
COMMON STOCK, PAR VALUE \$0.01	3,000,000 shares	\$52.625	\$157,875,000	\$41,679

(1) The offering price per share and the maximum aggregate offering price have been estimated solely for the purpose of determining the registration fee pursuant to Rule 457(h) on the basis of the average of the high and low prices of Forrester Research, Inc. Common Stock, par value \$0.01 per share, reported on the Nasdaq National Market on May 30, 2000.

EXPLANATORY NOTE

This Registration Statement has been filed pursuant to General Instruction E on Form S-8, to register 3,000,000 additional securities to be offered pursuant to the Amended and Restated Forrester Research, Inc. 1996 Equity Incentive Plan (the "1996 Plan") of Forrester Research, Inc. (the "Registrant" or the "Company"). A registration statement on Form S-8 (No. 333- 22749), filed with the Commission on March 4, 1997 to register 5,800,000 shares of common stock offered pursuant to the 1996 Plan and the 1996 Stock Option Plan for Non-Employee Directors and a registration statement on Form S-8 (No. 333-96393), filed with the Commission on February 8, 2000 to register 5,000,000 shares of common stock offered pursuant to the 1996 Plan are currently effective and are hereby incorporated herein by reference.

All references to shares of Company common stock have been adjusted to reflect the stock split effected in the form of a 100% stock dividend on February 7, 2000.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Cambridge, The Commonwealth of Massachusetts, on this 6th day of June, 2000.

FORRESTER RESEARCH, INC.

By: /s/ Susan Whirty Maffei

Name: Susan Whirty Maffei
Title: Chief Financial Officer,
Vice President, Operations and
General Counsel

POWER OF ATTORNEY

Pursuant to the requirement of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated. Each person whose signature appears below hereby authorizes and constitutes George F. Colony and Susan Whirty Maffei, with full power of substitution, to execute in the name of and on behalf of such person any amendment (including any post-effective amendment) to this Registration Statement, and any subsequent registration statement for the same offering that may be filed under Rule 462(b) under the Securities Act, and to file the same, with exhibits thereto, and other documents in connection therewith, making such changes in this Registration Statement and any subsequent registration statement under Rule 462(b) as the person(s) so acting deems appropriate.

Signature -----	Title -----	Date ----
/s/ George F. Colony ----- George F. Colony	Chief Executive Officer and Chairman of the Board	June 6, 2000
/s/ William M. Bluestein ----- William M. Bluestein	President, Chief Operating Officer and Director	June 6, 2000

/s/ Robert M. Galford

Robert M. Galford Director June 6, 2000

/s/ George R. Hornig

George R. Hornig Director June 6, 2000

/s/ Michael H. Welles

Michael H. Welles Director June 6, 2000

/s/ Henk W. Broeders

Henk W. Broeders Director June 6, 2000

EXHIBIT INDEX

Number	Title of Exhibit	Page
5	Opinion of Ropes & Gray	6
23.1	Consent of Arthur Andersen LLP	7
23.2	Consent of Ropes & Gray (contained in the opinion filed as Exhibit 5 hereto)	6
24	Power of Attorney (included as part of the signature page filed herewith)	3

June 6, 2000

Forrester Research, Inc.
400 Technology Square
Cambridge, Massachusetts 02139

Re: Forrester Research, Inc.

Ladies and Gentlemen:

This opinion is furnished to you in connection with a registration statement on Form S-8, and all exhibits thereto (the "Registration Statement"), filed with the Securities and Exchange Commission under the Securities Act of 1933, as amended, for the registration of 3,000,000 shares of Common Stock, \$.01 par value (the "Shares"), of Forrester Research, Inc., a Delaware corporation (the "Company"). The Shares are to be issued pursuant to the exercise of options granted under the Company's Amended and Restated Forrester Research, Inc. 1996 Equity Incentive Plan (the "Plan").

We have acted as counsel for the Company and are familiar with the action taken by the Company in connection with the Plan. For purposes of this opinion we have examined the Registration Statement, the Plan and such other documents, records, certificates and other instruments as we have deemed necessary.

We express no opinion as to the applicability of compliance with or effect of Federal law or the law of any jurisdiction other than The Commonwealth of Massachusetts and the corporate laws of the State of Delaware.

Based on the foregoing, we are of the opinion that, when the Shares have been issued and sold in accordance with the terms of the Plan, the Shares will be validly issued, fully paid and non-assessable.

We hereby consent to your filing this opinion as an exhibit to the Registration Statement.

It is understood that this opinion is to be used only in connection with the offer and sale of the Shares while the Registration Statement is in effect.

Very truly yours,

/s/ Ropes & Gray
Ropes & Gray

CONSENT OF INDEPENDENT ACCOUNTANTS

As independent public accountants, we hereby consent to the use of our report (and to all references to our firm) included in or made a part of this registration statement.

/s/ Arthur Andersen LLP

Boston, Massachusetts
May 31, 2000