

---

---

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

---

**FORM S-8**  
REGISTRATION STATEMENT  
*UNDER*  
**THE SECURITIES ACT OF 1933**

---

**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 No.)

**60 Acorn Park Drive**  
**Cambridge, Massachusetts 02140**  
**(617) 613-6000**  
(Address of Principal Executive Offices) (Zip Code)

**Third Amended and Restated Employee Stock Purchase Plan**  
(Full title of the plan)

**RYAN DARRAH, ESQ.**  
**Chief Legal Officer and Secretary**  
**Forrester Research, Inc.**  
**60 Acorn Park Drive**  
**Cambridge, Massachusetts 02140**  
(Name and address of agent for service)

**(617) 613-6000**  
(Telephone number, including area code, of agent for service)

---

*Copy to:*

**JOHN R. PITFIELD, ESQ.**  
**Choate, Hall & Stewart LLP**  
**Two International Place**  
**Boston, MA 02110**  
**(617) 248-5000**

---

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer   
Non-accelerated filer

Accelerated filer   
Smaller reporting company   
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

---

---

**REGISTRATION OF ADDITIONAL SECURITIES  
AND  
INCORPORATION OF EARLIER REGISTRATION STATEMENT BY REFERENCE**

This Registration Statement has been filed pursuant to General Instruction E on Form S-8, to register 600,000 additional shares of common stock to be offered pursuant to the Third Amended and Restated Employee Stock Purchase Plan (the "Plan") of Forrester Research, Inc. (the "Company"). A registration statement on Form S-8 (No. [333-16905](#)), filed with the Commission on November 27, 1996 to register 400,000 shares of common stock offered pursuant to the Plan, a registration statement on Form S-8 (No. [333-99749](#)), filed with the Commission on September 18, 2002 to register an additional 500,000 shares of common stock offered pursuant to the Plan, a registration statement on Form S-8 (No. [333-159563](#)), filed with the Commission on May 29, 2009 to register an additional 600,000 shares of common stock offered pursuant to the Plan, and a registration statement on Form S-8 (No. [333-225817](#)), filed with the Commission on June 22, 2018 to register an additional 400,000 shares of common stock offered pursuant to the Plan are currently effective and are hereby incorporated herein by reference, and the shares of common stock registered hereunder are in addition to the shares of common stock registered on such registration statements. An amendment to the Plan to increase the reserved and authorized number of shares under the Plan by 600,000 was authorized by the Company's Board of Directors on March 22, 2022 and such amendment was approved by the Company's stockholders on May 10, 2022.

**PART II  
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**ITEM 8. EXHIBITS**

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
Exhibit 4.1	<a href="#">Specimen certificate representing the Common Stock of Forrester (see Exhibit 4 to Registration Statement on Form S-1/A filed November 5, 1996).</a>
Exhibit 4.2	<a href="#">Restated Certificate of Incorporation of Forrester (see Exhibit 3.1 to Registration Statement on Form S-1/A filed November 5, 1996).</a>
Exhibit 4.3	<a href="#">Certificate of Amendment of Certificate of Incorporation of Forrester (see Exhibit 3.1 to Annual Report on Form 10-K for the year ended December 31, 1999).</a>
Exhibit 4.4	<a href="#">Certificate of Amendment to Restated Certificate of Incorporation of Forrester</a>
Exhibit 4.5	<a href="#">Amended and Restated By-Laws of Forrester</a>
Exhibit 4.6	<a href="#">Third Amended and Restated Employee Stock Purchase Plan</a>
Exhibit 5.1	<a href="#">Opinion of Choate, Hall &amp; Stewart LLP.</a>
Exhibit 23.1	<a href="#">Consent of PricewaterhouseCoopers LLP.</a>
Exhibit 23.2	<a href="#">Consent of Choate, Hall &amp; Stewart LLP (included in Exhibit 5.1).</a>
Exhibit 24.1	<a href="#">Power of Attorney (included as part of the signature page to this Registration Statement).</a>
Exhibit 107	<a href="#">Filing Fee Table</a>

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Company certifies that it has reasonable grounds to believe that it meets all of the requirements for filing a Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Cambridge, Commonwealth of Massachusetts on May 25, 2022.

FORRESTER RESEARCH, INC.

By: /s/ George F. Colony  
George F. Colony  
Chairman of the Board and Chief Executive Officer

## POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each individual whose signature appears below hereby constitutes and appoints George F. Colony, L. Christian Finn and Ryan Darrah, jointly and severally, his or her true and lawful attorneys-in-fact and agents with full powers of substitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all supplements, amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below on the dates indicated by the following persons in the capacities indicated.

<u>Signature</u>	<u>Capacity In Which Signed</u>	<u>Date</u>
<u>/s/ George F. Colony</u> George F. Colony	Chairman of the Board and Chief Executive Officer (Principal Executive Officer)	May 25, 2022
<u>/s/ L. Christian Finn</u> L. Christian Finn	Chief Financial Officer (Principal Financial Officer)	May 26, 2022
<u>/s/ Scott R. Chouinard</u> Scott R. Chouinard	Chief Accounting Officer and Treasurer (Principal Accounting Officer)	May 25, 2022
<u>/s/ Jean M. Birch</u> Jean M. Birch	Member of the Board of Directors	May 25, 2022
<u>/s/ David Boyce</u> David Boyce	Member of the Board of Directors	May 26, 2022
<u>/s/ Neil Bradford</u> Neil Bradford	Member of the Board of Directors	May 25, 2022
<u>/s/ Anthony Friscia</u> Anthony Friscia	Member of the Board of Directors	May 25, 2022
<u>/s/ Robert M. Galford</u> Robert M. Galford	Member of the Board of Directors	May 25, 2022

---

/s/ Warren Romine

Warren Romine

Member of the Board of Directors

May 25, 2022

/s/ Gretchen Teichgraeber

Gretchen Teichgraeber

Member of the Board of Directors

May 26, 2022

/s/ Yvonne Wassenaar

Yvonne Wassenaar

Member of the Board of Directors

May 25, 2022

May 26, 2022

Forrester Research, Inc.  
60 Acorn Park Drive  
Cambridge, MA 02140

Re: Registration Statement on Form S-8 Relating to the Third Amended and Restated Employee Stock Purchase Plan (the "Plan") of Forrester Research, Inc. (the "Company")

Dear Sir or Madam:

Reference is made to the above-captioned Registration Statement on Form S-8 (the "Registration Statement") filed by the Company on the date hereof with the Securities and Exchange Commission under the Securities Act of 1933, as amended, relating to an additional 600,000 shares of common stock, par value \$.01 per share, of the Company issuable pursuant to the Plan (the "Shares").

We have examined, and are familiar with, and have relied as to factual matters solely upon, a copy of the Plan, the Company's restated certificate of incorporation, the amended and restated by-laws of the Company, the minute books and stock records of the Company and originals of such other documents, certificates and proceedings as we have deemed necessary for the purpose of rendering this opinion.

We are members only of the Bar of The Commonwealth of Massachusetts and are not experts in, and express no opinion regarding, the laws of any jurisdictions other than The Commonwealth of Massachusetts and the federal securities laws of the United States of America.

Based on the foregoing, we are of the opinion that the Shares have been duly authorized and, when issued in accordance with the terms of the Plan and the terms of any agreement relating to any of the options granted thereunder, will be legally issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion as Exhibit 5.1 to the Registration Statement.

Very truly yours,

/s/ Choate, Hall & Stewart LLP

CHOATE, HALL & STEWART LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Forrester Research, Inc. of our report dated March 10, 2022 relating to the financial statements and the effectiveness of internal control over financial reporting, which appears in Forrester Research, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2021.

/s/ PricewaterhouseCoopers LLP

Boston, Massachusetts

May 26, 2022

**Calculation of Filing Fee Tables**

FORM S-8  
(Form Type)

FORRESTER RESEARCH, INC.  
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title (1)	Fee Calculation Rule (2)	Amount Registered	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common stock, par value \$0.01 per share	Rule 457(c)	600,000 (1)(3)	\$49.53	\$29,718,000	\$92.70 per \$1,000,000	\$2,754.86
Total Offering Amounts					\$29,718,000		\$2,754.86
Total Fee Offsets							—
Net Fee Due							\$2,754.86

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement on Form S-8 shall also cover such indeterminate number of additional shares of common stock, par value \$0.01 per share, of the Registrant (the "Common Stock") as may become issuable to prevent dilution in the event of stock splits, stock dividends or similar transactions pursuant to the terms of the Forrester Research, Inc. Second Amended and Restated Employee Stock Purchase Plan (the "Plan").
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and (h) of the Securities Act, and based on the average of the high and low sale prices of the Common Stock, as quoted on the Nasdaq Global Select Market, on May 23, 2022.
- (3) Represents 600,000 shares of Common Stock authorized to be issued under the Plan.