



UNITED STATES  
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.)

400 Technology Square  
Cambridge, Massachusetts 02139  
(Address of principal executive offices, including zip code)

FORRESTER RESEARCH, INC. AMENDED AND RESTATED EMPLOYEE STOCK PURCHASE PLAN  
(Full title of the plans)

GAIL S. MANN, ESQ.  
Chief Legal Officer and Secretary  
Forrester Research, Inc.  
400 Technology Square  
Cambridge, Massachusetts 02139  
617-613-6000  
(Name, address and telephone number, including area code, of agent for service)

Please send copies of all communications to:

KEITH F. HIGGINS, ESQ.  
Ropes & Gray LLP  
One International Place  
Boston, MA 02110  
617-951-7000  
617-951-7050 (facsimile)

CALCULATION OF REGISTRATION FEE

<i>Title of Each Class of Securities to be Registered(1)</i>	<i>Amount to be Registered(1)</i>	<i>Proposed Maximum Offering Price Per Share(2)</i>	<i>Proposed Maximum Aggregate Offering Price(2)</i>	<i>Amount of Registration Fee</i>
Common Stock, \$0.01 par value per share	600,000 shares	\$23.62	\$14,172,000	\$790.80

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, this registration statement also covers such additional shares of Common Stock as may be issued to prevent dilution from stock splits, stock dividends and similar transactions.
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(h) under the Securities Act of 1933. The proposed maximum offering price per share and the proposed maximum aggregate offering price are based upon the average of the high and low sales price of Forrester Research, Inc. common stock, par value \$0.01 per share ("Common Stock"), as reported on the Nasdaq Global Select Market on May 27, 2009.

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EXPLANATORY NOTE

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 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, and 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, 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.

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**SIGNATURES AND POWER OF ATTORNEY**

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 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Cambridge, the Commonwealth of Massachusetts, on May 29, 2009.

FORRESTER RESEARCH, INC.

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

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities indicated on May 29, 2009.

Further, we, the undersigned officers and directors of Forrester Research, Inc. (the "Corporation") hereby severally constitute and appoint George F. Colony, Michael A. Doyle and Gail S. Mann, and each of them singly, our true and lawful attorneys with full power to them, and each of them singly, to sign for us and in our names in the capacities as indicated, any and all amendments or supplements to this Registration Statement on Form S-8 of the Corporation, and generally to do all such things in connection therewith in our name and on our behalf in our capacities as indicated to enable the Corporation to comply with the provisions of the Securities Act of 1933, as amended, and all requirements of the Securities and Exchange Commission, hereby ratifying and confirming our signatures as they may be signed by our said attorneys or any of them, to any and all amendments.

<u>Signature</u>	<u>Title</u>
<u>/s/ GEORGE F. COLONY</u> GEORGE F. COLONY	<b>Chairman of the Board and Chief Executive Officer</b> (Principal Executive Officer)
<u>/s/ MICHAEL A. DOYLE</u> MICHAEL A. DOYLE	<b>Chief Financial Officer and Treasurer</b> (Principal Financial Officer and Principal Accounting Officer)
<u>/s/ ROBERT M. GALFORD</u> ROBERT M. GALFORD	Director
<u>/s/ GRETCHEN TEICHGRAEBER</u> GRETCHEN TEICHGRAEBER	Director
<u>/s/ MICHAEL H. WELLES</u> MICHAEL H. WELLES	Director
<u>/s/ HENK W. BROEDERS</u> HENK W. BROEDERS	Director
<u>/s/ GEORGE R. HORNIG</u> GEORGE R. HORNIG	Director

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**EXHIBIT INDEX**

<u>Exhibit</u>	<u>Description</u>
5	Opinion of Ropes & Gray LLP.
23.1	Consent of BDO Seidman, LLP, Independent Registered Public Accounting Firm.
23.2	Consent of Ropes & Gray LLP (included in its opinion in Exhibit 5).
24	Powers of Attorney (contained in Part II hereof under Signatures and Power of Attorney).



ROPES & GRAY LLP  
ONE INTERNATIONAL PLACE  
BOSTON, MA 02110-2624  
WWW.ROPESGRAY.COM

May 29, 2009

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 (the “Registration Statement”), filed with the Securities and Exchange Commission under the Securities Act of 1933, as amended, for the registration of 600,000 shares of Common Stock, \$0.01 par value (the “Shares”), of Forrester Research, Inc., a Delaware corporation (the “Company”). The Shares are issuable under the Company’s Amended and Restated Employee Stock Purchase Plan (the “Plan”).

We are familiar with the actions taken by the Company in connection with the adoption of the Plan. For purposes of our opinion, we have examined and relied upon such documents, records, certificates and other instruments as we have deemed necessary. The opinions expressed below are limited to the Delaware General Corporation Law, including the applicable provisions of the Delaware Constitution and the reported cases interpreting those laws.

Based on the foregoing, we are of the opinion that the Shares have been duly authorized and, 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 nonassessable.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. Our consent shall not be deemed an admission that we are experts whose consent is required under Section 7 of the Securities Act of 1933.

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

Very truly yours,

/s/ Ropes & Gray LLP

Ropes & Gray 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 our reports dated March 13, 2009, relating to the consolidated financial statements and the effectiveness of Forrester Research, Inc.'s internal control over financial reporting, appearing in the Company's Annual Report on Form 10-K for the year ended December 31, 2008.

/s/ BDO Seidman, LLP

Boston, Massachusetts

May 27, 2009