

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE TO  
(RULE 14d-100)

TENDER OFFER STATEMENT  
UNDER SECTION 14(d)(1) OR SECTION 13(e)(1) OF  
THE SECURITIES EXCHANGE ACT OF 1934  
(AMENDMENT NO. 5)

GIGA INFORMATION GROUP, INC.  
(Name Of Subject Company (Issuer))

FORRESTER RESEARCH, INC.

WHITCOMB ACQUISITION CORP.  
(Names of Filing Persons (Offerors))

COMMON STOCK, PAR VALUE \$0.001 PER SHARE  
(Title of Class of Securities)

37517M109  
(CUSIP Number of Class of Securities)

Tim Moynihan, Esq.  
Forrester Research, Inc.  
400 Technology Square  
Cambridge, MA 02139  
Telephone: (617) 613-6000  
(Name, address and telephone number of person authorized  
to receive notices and communications on behalf of filing persons)

COPIES TO:

Keith F. Higgins, Esq.  
Ann L. Milner, Esq.  
Ropes & Gray  
One International Place  
Boston, Massachusetts 02110  
Telephone: (617) 951-7000

CALCULATION OF FILING FEE

Transaction Valuation*	Amount Of Filing Fee**
\$60,000,000	\$5,520

\* Estimated solely for purposes of calculating amount of filing fee in accordance with Rule 0-11(d) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). The calculation of the transaction valuation is based on 14,064,000 shares of common stock of Giga Information Group, Inc. ("Giga") at a purchase price of \$4.75 per share. Such number includes all outstanding shares as of January 20, 2003, and assumes the exercise of all in-the-money stock options and warrants to purchase common stock of Giga which are exercisable in connection with the transaction.

\*\* Previously paid.

[ ] 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: N/A  
Form or Registration No.: N/A  
Filing Party: N/A

Check the box if the filing relates 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. 5 amends and supplements the Tender Offer Statement on Schedule T0 (the "Schedule T0") filed with the Securities and Exchange Commission on January 27, 2003 and amended on January 28, 2003, February 13, 2003, February 19, 2003 and February 24, 2003 by Forrester Research, Inc., a Delaware corporation ("Parent"), and Whitcomb Acquisition Corp., a Delaware corporation and a wholly owned subsidiary of Parent (the "Purchaser"). The Schedule T0 relates to the offer by the Purchaser to purchase all the outstanding shares of common stock, \$0.001 par value per share (the "Shares"), of Giga Information Group, Inc., a Delaware corporation (the "Company"), together with the associated rights to purchase Series A Junior Preferred Stock, par value \$0.001 per share, issued pursuant to the Rights Agreement dated as of February 18, 2000 between the Company and American Stock Transfer & Trust Co., at a purchase price of \$4.75 per Share, net to the seller in cash, less any required withholding taxes and without interest thereon, upon the terms and subject to the conditions set forth in the related offer to purchase dated January 27, 2003 (the "Offer to Purchase"), and in the related letter of transmittal. Capitalized terms used and not otherwise defined herein have the meanings assigned thereto in the Schedule T0.

ITEM 4. TERMS OF THE TRANSACTION; ITEM 8. INTEREST IN SECURITIES OF THE SUBJECT COMPANY; ITEM 11. ADDITIONAL INFORMATION.

Items 4, 8 and 11 of the Schedule T0 are hereby amended to add the following:

At 12:00 midnight, New York City time, on Monday, February 24, 2003, the initial offering period expired. Based upon preliminary information from the Depository, 10,336,913 Shares were tendered into the Offer (including 1,554,400 Shares tendered by Notice of Guaranteed Delivery), which represents approximately 93.4% of the Company's outstanding Shares (based upon 11,061,758 Shares outstanding as of February 24, 2003). The Shares tendered also represent approximately 66.3% of the outstanding Shares on a fully-diluted basis (based on 15,586,118 Fully-Diluted Shares as of January 20, 2003), thereby satisfying the condition to the Offer that more than 50% of the Fully-Diluted Shares be tendered. The Purchaser has accepted all such tendered Shares for payment and will make payment promptly to the Depository for the accepted Shares.

On February 25, 2003, Parent issued a press release announcing the completion of the initial offering period and acceptance of the Shares for payment, the full text of which is filed as Exhibit (a)(10) to this Schedule T0, which is incorporated by referenced herein.

ITEM 12. EXHIBITS.

(a)(10) Press release issued by Parent on February 25, 2003.

SIGNATURES

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.

WHITCOMB ACQUISITION CORP.

By: /s/ Tim Moynihan

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Name: Tim Moynihan

Title: President

FORRESTER RESEARCH, INC.

By: /s/ Warren Hadley

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Name: Warren Hadley

Title: Chief Financial Officer

Dated: February 25, 2003

EXHIBIT INDEX

Exhibit No.  
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Description  
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(a)(10)

Press release issued by Parent on February 25, 2003.

FOR IMMEDIATE RELEASE

## FORRESTER RESEARCH CLOSES TENDER OFFER FOR GIGA INFORMATION GROUP

CAMBRIDGE, Mass., February 25, 2003 . . . Forrester Research, Inc. (Nasdaq: FORR), a leading provider of research and analysis on emerging technologies, and Giga Information Group, Inc. (OTCBB: GIGX), a leading global technology advisory firm, today announced the completion of Forrester's cash tender offer for all shares of common stock of Giga at a price of \$4.75 per share.

The tender offer expired at midnight New York City time on February 24, 2003. Based on preliminary information provided by EquiServe Trust Company, N.A., the depository for the offer, approximately 10,336,913 shares of Giga's common stock were tendered into the offer (including 1,554,400 shares tendered by notice of guaranteed delivery), which represents 93.4% of Giga's outstanding common stock (based upon 11,061,758 shares outstanding as of February 24, 2003). Whitcomb Acquisition Corp., a wholly owned subsidiary of Forrester through which the tender offer was made, has accepted for payment all validly tendered shares and will make payment promptly to the depository for the accepted shares.

Forrester intends to acquire the remaining shares of Giga common stock in a second-step merger in which all remaining Giga stockholders who did not tender their shares in the tender offer will receive the same \$4.75 per share in cash paid in the tender offer. Because Forrester acquired greater than 90% of the outstanding Giga shares, the merger will be completed without a stockholder vote. Forrester will mail relevant information to Giga stockholders who did not tender their shares in the tender offer on how to receive payment for their shares.

Forrester Research identifies and analyzes trends in emerging technology and their impact on business. Forrester's WholeView(TM) Research, Strategic Services, and Events help \$1 billion-plus clients understand how technology change affects their customers, strategy, and technology investment. Established in 1983, Forrester is headquartered in Cambridge, Mass. For additional information, visit [www.forrester.com](http://www.forrester.com).

Giga is a leading global technology advisory firm that provides objective research, pragmatic advice, and personalized consulting. Emphasizing close interaction between analyst and client, Giga enables companies to make better strategic decisions that maximize technology investments and achieve business results. Founded in 1995, Giga is headquartered in Cambridge, Mass. and has offices worldwide. For additional information, visit [www.gigaweb.com](http://www.gigaweb.com).

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These statements include, but are not limited to, Forrester's statements about its acquisition of Giga. These statements are based on Forrester's current plans and expectations and involve risks and uncertainties that could cause actual future activities and results of operations 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, Forrester's ability to anticipate business and economic conditions, market trends, competition, the need to retain professional staff, possible variations in Forrester's quarterly operating results, Forrester's ability to successfully complete the acquisition of Giga and integrate Giga into Forrester's operations, Forrester's dependence on renewals

of its membership-based research services and on key personnel, and risks associated with Forrester's ability to offer new products and services. Forrester Research 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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Contact:  
Kimberly Maxwell  
Director, Investor Relations  
Forrester Research, Inc.  
+ 1 617/613-6234

Contact:  
Christina Thirkell  
Manager, Public Relations  
Giga Information Group, Inc.  
+ 1 617/577-4965

Contact:  
Mariko Zapf  
Manager, Public Relations  
Forrester Research, Inc.  
+ 1 617/613-6255

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