

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

**SCHEDULE TO**  
**Amendment No. 3**  
**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    | Filing Party: | Forrester Research, Inc. |
| Form or Registration No.: | Schedule TO | Date Filed:   | 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:

This Amendment No. 3 (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 and by Amendment No. 2 to Schedule TO filed with the SEC on April 10, 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 (the "Offer to Purchase"), included as Exhibit (a)(1)(A) to the Schedule TO, and in the related Letter of Transmittal (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"), included as Exhibit (a)(1)(B) to the Schedule TO.

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 2, 2013, the Company issued a press release announcing the preliminary 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)(D) 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)(D)          | Press release announcing preliminary results, dated May 2, 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 2, 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.  |
| (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.

\* Previously filed with the Schedule TO.



For Immediate Release

**Forrester Research Announces Expiration And Preliminary Results  
Of “Modified Dutch Auction” Self-Tender Offer**

*Company Remains Committed To Returning Capital  
To Stockholders Through Share Repurchase Program*

**CAMBRIDGE, Mass., May 2, 2013.** . . Forrester Research, Inc. (Nasdaq: FORR) today announced the expiration and preliminary results of its “modified Dutch auction” self-tender offer to purchase up to \$130 million of its common stock.

Forrester’s “modified Dutch auction” self-tender offer expired at 5:00 p.m., New York City time, on May 1, 2013. Based on the preliminary count by Computershare Trust Company, N.A., the depository for the tender offer, 2,110,406 shares of Forrester’s common stock, including 278,820 shares that were tendered through notice of guaranteed delivery, were properly tendered and not withdrawn at a price at or below the expected final purchase price of \$36.00 per share. Based on these preliminary results, Forrester expects to purchase 2,110,406 shares of its common stock at a price of \$36.00 per share, for a total purchase price of approximately \$75,974,616, excluding fees and expenses relating to the tender offer. The shares expected to be purchased in the self-tender offer represent approximately 9.4% of Forrester’s currently issued and outstanding common stock. Forrester will fund the purchase of shares in its self-tender offer using a portion of its cash, cash equivalents, and marketable investments. Payment for shares of Forrester common stock accepted for purchase in the self-tender offer will occur promptly after the final number of shares validly tendered and not withdrawn is confirmed by the depository for the self-tender offer.

Forrester remains committed to returning capital to its stockholders through a share repurchase program. Based on the preliminary results, Forrester currently estimates that it will remain authorized under its previously announced share repurchase program to repurchase up to an additional \$73 million of its common stock after its purchase of shares in the self-tender offer. Forrester intends to explore a variety of avenues to execute on its share repurchase program, including, without limitation, open-market purchases, pre-arranged trading plans, accelerated share repurchase plans, block trades, and derivative transactions. The timing, amount and pricing of share repurchase transactions will depend on market conditions, as well as other factors. Forrester may suspend, modify, or discontinue its share repurchase program at any time. Any share repurchases by Forrester will begin in accordance with applicable U.S. Securities Exchange Commission tender offer rules.

- More -

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

### **About Forrester Research**

Forrester Research, Inc. (Nasdaq: FORR) is an independent research company that provides pragmatic and forward-thinking advice to global leaders in business and technology. Forrester works with professionals in 17 roles at major companies providing proprietary research, customer insight, consulting, events, and peer-to-peer executive programs. For more than 29 years, Forrester has been making IT, marketing, and technology industry leaders successful every day. For more information, visit [www.forrester.com](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 and Forrester’s plans for share repurchases. These statements are based on Forrester’s current plans and expectations and 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; 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.

- ### -

Contact:

Michael Doyle  
Chief Financial Officer  
Forrester Research, Inc.  
+1 617.613.6000  
[mdoyle@forrester.com](mailto:mdoyle@forrester.com)

Jon Symons  
Vice President, Corporate Communications  
Forrester Research, Inc.  
+ 1 617.613.6104  
[press@forrester.com](mailto:press@forrester.com)

© 2013, Forrester Research, Inc. All rights reserved. Forrester is a registered trademark of Forrester Research, Inc.