

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
(617) 497-7090

(Address of principal executive offices, including zip code)

AMENDED AND RESTATED 1996 STOCK OPTION PLAN
FOR NON-EMPLOYEE DIRECTORS

(Full title of the plan)

TIMOTHY J. MOYNIHAN, ESQ.
General Counsel and Secretary
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	300,000 shares	\$16.11	\$4,833,000	\$445

(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 September 17, 2002.

EXPLANATORY NOTE

This Registration Statement has been filed pursuant to General Instruction E on Form S-8, to register 300,000 additional shares of common stock to be offered pursuant to the Amended and Restated 1996 Stock Option Plan for Non-Employee Directors (the "1996 Plan") of Forrester Research, Inc. (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 Amended and Restated Forrester Research, Inc. 1996 Equity Incentive Plan, is currently effective and is 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.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 8.	EXHIBITS
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5	Opinion of Ropes & Gray
10.1	Amended and Restated 1996 Stock Option Plan for Non-Employee Directors (incorporated by reference from the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2002, filed with the Commission on May 15, 2002)
23.1	Notice Regarding Consent of Arthur Andersen LLP
23.2	Consent of Ropes & Gray (contained in the opinion filed as Exhibit 5 hereto)
24	Power of Attorney (included as part of the signature page filed herewith)

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 18th day of September, 2002.

FORRESTER RESEARCH, INC.

By: /s/ George F. Colony

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

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, Warren Hadley and Timothy J. Moynihan 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	Chairman of the Board and Chief Executive Officer (principal executive officer)	September 18, 2002
/s/ Warren Hadley ----- Warren Hadley	Chief Financial Officer and Treasurer (principal financial and accounting officer)	September 18, 2002
/s/ Robert M. Galford ----- Robert M. Galford	Director	September 18, 2002
/s/ George R. Hornig ----- George R. Hornig	Director	September 18, 2002

Signature

Title

Date

/s/ Michael H. Welles

Director

September 18, 2002

Michael H. Welles

/s/ Henk W. Broeders

Director

September 18, 2002

Henk W. Broeders

EXHIBIT INDEX

Number	Title of Exhibit	Page
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5	Opinion of Ropes & Gray	6
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23.1	Notice Regarding 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

[Ropes & Gray Letterhead]

September 18, 2002

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 300,000 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 1996 Stock Option Plan for Non-Employee Directors (the "Plan").

We have acted as counsel for the Company and are familiar with the actions 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

NOTICE REGARDING CONSENT OF ARTHUR ANDERSEN LLP

Arthur Andersen LLP, the independent public accountants that audited Forrester Research, Inc.'s (the "Company") consolidated financial statements as of December 31, 2001 and for each of the previous five years in the period then ended, was convicted on June 15, 2002 on federal obstruction of justice charges arising from the government's investigation of Enron Corp. Arthur Andersen LLP has announced that it will cease practicing before the Securities and Exchange Commission ("SEC") by August 31, 2002, unless the SEC determines another date is appropriate.

Because the Company's former engagement team leaders left Arthur Andersen LLP before the Company filed this registration statement, Arthur Andersen LLP did not participate in the preparation of this registration statement. As a result, the Company has not been able to obtain, after reasonable efforts, the written consent of Arthur Andersen LLP to the incorporation by reference to this registration statement of its report dated January 29, 2002 (the "Report") on the Company's consolidated financial statements for the years ended December 31, 2000 and December 31, 2001 (the "Financial Statements") from the Company's Form 10-K for the fiscal year ended December 31, 2001. As permitted under Rule 437a promulgated under the Securities Act of 1933, as amended (the "Securities Act"), the Company has not filed the written consent of Arthur Andersen LLP to the incorporation by reference to this registration statement of its Report on the Financial Statements that would otherwise be required by the Securities Act. As a result, your ability to assert claims against Arthur Andersen LLP under the Securities Act based on this registration statement may be limited. In addition, notwithstanding that the Company has not filed the written consent of Arthur Andersen LLP relating to the Financial Statements, the Company's directors and officers may still be entitled to establish a due diligence defense to any claim relating to the Financial Statements on the basis that they were made on the authority of an expert.