

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 FORRESTER RESEARCH, INC.
1996 EQUITY INCENTIVE PLAN

(Full title of the plan)

SUSAN M. WHIRTY, ESQ.
Chief Financial Officer and General Counsel
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(2)	Amount of registration fee
Common Stock, par value \$.01	5,000,000 shares	\$0.81 - \$34.155	\$90,392,514	\$23,864

(1) The offering price for shares subject to options on the date hereof is the actual exercise price of such options. Of the 5,000,000 shares to be registered hereunder, 89,258 shares are subject to options at an exercise price of \$0.81 per share, 2,519,090 shares are subject to options at an exercise price of \$11.69 per share, 3,000 shares are subject to options at an exercise price of \$11.94 per share, 10,000 shares are subject to options at an exercise price of \$12.855 per share, 6,000 shares are subject to options at an exercise price of \$12.875 per share, 10,000 shares are subject to options at an exercise price of \$14.065 per share, 6,000 shares are subject to options at an exercise price of \$15.045 per share, 6,000 shares are subject to options at an exercise price of \$15.235 per share, 15,000 shares are subject to options at an exercise price of \$16.155 per share, 7,000 shares are subject to options at an exercise price of \$16.44 per share, 12,000 shares are subject to options at an exercise price of \$16.625 per share, 15,000 shares are subject to options at an exercise price of \$17.00 per share, 12,000 shares are subject to options at an exercise price of \$17.815 per share, 6,000 shares are subject to options at an exercise price of \$18.095 per share, 20,000 shares are subject to options at an exercise price of \$18.28 per share, 3,000 shares are subject to options at an exercise price of \$19.25 per share, 10,000 shares are subject to options at an exercise price of \$19.565 per share, 10,000 shares are subject to options at an exercise price of \$19.875 per share, 128,000 shares are subject to options at an exercise price of \$20.065 per share, 3,000 shares are subject to options at an exercise price of \$20.53 per share, 50,000 shares are subject to options at an exercise price of \$21.47 per share, 10,000 shares are subject to options at an exercise price of \$22.72 per share, 30,000 shares are subject to options at an exercise price of \$23.065

per share, 10,000 shares are subject to options at an exercise price of \$23.345 per share, 281,998 shares are subject to options at an exercise price of \$23.94 per share, 725,600 shares are subject to options at an exercise price of \$24.64 per share, 206,000 shares are subject to options at an exercise price of \$28.47 per share, 8,000 shares are subject to options at an exercise price of \$30.69 per share, 15,000 shares are subject to options at an exercise price of \$33.875 per share and 18,000 shares are subject to options at an exercise price of \$34.155 per share. The offering price for the remaining 755,054 shares not subject to options on the date hereof of \$28.66 per share has 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 February 1, 2000.

- (2) The maximum aggregate offering price consists of \$72,298.98 payable in respect of 89,258 shares subject to options at an exercise price of \$0.81 per share, plus \$29,448,162.10 payable in respect of 2,519,090 shares subject to options at an exercise price of \$11.69 per share, plus \$35,820 payable in respect of 3,000 shares subject to options at an exercise price of \$11.94 per share, plus \$128,550 payable in respect of 10,000 shares subject to options at an exercise price of \$12.855 per share, plus \$77,250 payable in respect of 6,000 shares subject to options at an exercise price of \$12.875 per share, plus \$140,650 payable in respect of 10,000 shares subject to options at an exercise price of \$14.065 per share, plus \$90,270 payable in respect of 6,000 shares subject to options at an exercise price of \$15.045 per share, plus \$91,410 payable in respect of 6,000 shares subject to options at an exercise price of \$15.235 per share, plus \$242,325 payable in respect of 15,000 shares subject to options at an exercise price of \$16.155 per share, plus \$115,080 payable in respect of 7,000 shares subject to options at an exercise price of \$16.44 per share, plus \$199,500 payable in respect of 12,000 shares subject to options at an exercise price of \$16.625 per share, plus \$255,000 payable in respect of 15,000 shares subject to options at an exercise price of \$17.00 per share, plus \$213,780 payable in respect of 12,000 shares subject to options at an exercise price of \$17.815 per share, plus \$108,570 payable in respect of 6,000 shares subject to options at an exercise price of \$18.095 per share, plus \$365,600 payable in respect of 20,000 shares subject to options at an exercise price of \$18.28 per share, plus \$57,750 payable in respect of 3,000 shares subject to options at an exercise price of \$19.25 per share, plus \$195,650 payable in respect of 10,000 shares subject to options at an exercise price of \$19.565 per share, plus \$198,750 payable in respect of 10,000 shares subject to options at an exercise price of \$19.875 per share, plus \$2,568,320 payable in respect of 128,000 shares subject to options at an exercise price of \$20.065 per share, plus \$61,590 payable in respect of 3,000 shares subject to options at an exercise price of \$20.53 per share, plus \$1,073,500 payable in respect of 50,000 shares subject to options at an exercise price of \$21.47 per share, plus \$227,200 payable in respect of 10,000 shares subject to options at an exercise price of \$22.72 per share, plus \$691,950 payable in respect of 30,000 shares subject to options at an exercise price of \$23.065 per share, plus \$233,450 payable in respect of 10,000 shares subject to options at an exercise price of \$23.345 per share, plus \$6,751,032.12 payable in respect of 281,998 shares subject to options at an exercise price of \$23.94 per share, plus \$17,878,784 payable in respect of 725,600 shares subject to options at an exercise price of \$24.64 per share, plus \$5,864,820 payable in respect of 206,000 shares subject to options at an exercise price of \$28.47 per share, plus \$245,520 payable in respect of 8,000 shares subject to options at an exercise price of \$30.69 per share, plus \$508,125 payable in respect of 15,000 shares subject to options at an exercise price of \$33.875 per share, plus \$614,790 payable in respect of 18,000 shares subject to options at an exercise price of \$34.155 per share, plus \$21,637,016.19 payable in respect of 755,054 shares that have not yet been subject to options on the date hereof.

EXPLANATORY NOTE

This Registration Statement has been filed pursuant to General Instruction E on Form S-8, to register 5,000,000 additional securities to be offered pursuant to the Amended and Restated Forrester Research, Inc. 1996 Equity Incentive Plan (the "1996 Plan") of Forrester Research, Inc. (the "Registrant" or the "Company"). A registration statement on Form S-8 (No. 333-22749), filed with the Commission on March 4, 1997 to register 2,900,000 shares of common stock offered pursuant to the 1996 Plan and the 1996 Stock Option Plan for Non-Employee Directors is currently effective and is hereby incorporated herein by reference.

All share numbers and per share information in this Registration Statement are adjusted to give effect to the two-for-one stock split paid on February 7, 2000.

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 8th day of February, 2000.

FORRESTER RESEARCH, INC.

By: /s/ Susan M. Whirty

 Name: Susan M. Whirty
 Title: Chief Financial Officer,
 Vice President, Operations
 and General Counsel

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 and Susan M. Whirty, 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	President, Chief Executive Officer and Chairman of the Board	February 8, 2000
/s/ Susan M. Whirty ----- Susan M. Whirty	Chief Financial Officer and General Counsel (Principal Financial and Accounting Officer)	February 8, 2000
/s/ Robert M. Galford ----- Robert M. Galford	Director	February 8, 2000

/s/ George R. Hornig

George R. Hornig

Director

February 8, 2000

/s/ Michael H. Welles

Michael H. Welles

Director

February 8, 2000

/s/ Henk W. Broeders

Henk W. Broeders

Director

February 8, 2000

EXHIBIT INDEX

Number -----	Title of Exhibit -----	Page -----
5	Opinion of Ropes & Gray	
23.1	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)	

February 8, 2000

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 5,000,000 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 Forrester Research, Inc. 1996 Equity Incentive Plan (the "Plan").

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

CONSENT OF INDEPENDENT PUBLIC ACCOUNTANTS

As independent public accountants, we hereby consent to the incorporation by reference in this registration statement of our report dated January 27, 1999 incorporated by reference in Forrester Research, Inc.'s Form 10-K for the year ended December 31, 1998 and to all references to our Firm included in this registration statement.

/s/ Arthur Andersen

Boston, Massachusetts
February 2, 2000