## SEC Form 4

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# FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to
Section 16. Form 4 or Form 5
obligations may continue. See
Instruction 1(b).

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

# OMB APPROVAL OMB Number: 3235-0287 Estimated average burden

Estimated average burden hours per response: 0.5

1. Name and Address of Reporting Person <sup>*</sup> $\underline{MANN \ GAIL}$			2. Issuer Name <b>and</b> Ticker or Trading Symbol <u>FORRESTER RESEARCH, INC.</u> [FORR ]		tionship of Reporting Pe all applicable) Director	rson(s) to Issuer 10% Owner
(Last) (First) (Middle) C/O FORRESTER RESEARCH, INC. 60 ACORN PARK DRIVE		( )	3. Date of Earliest Transaction (Month/Day/Year) 08/01/2016	- x	Officer (give title below) Chief Legal	Other (specify below) Officer
(Street) CAMBRIDGE (City)	MA (State)	02140 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	vidual or Joint/Group Filir Form filed by One Rej Form filed by More the Person	porting Person

### Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)						5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		
Common Stock	08/01/2016		<b>M</b> <sup>(1)</sup>		1,250	A	\$0.00	5,698	D	
Common Stock	08/01/2016		F		406 <sup>(2)</sup>	D	\$40.39	5,292	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code ( 8)		5. Num Deriva Securi Acquir or Disp of (D) ( 3, 4 an	tive ties ed (A) oosed Instr.	6. Date Exerc Expiration Da (Month/Day/N	ate	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	Reported	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Transaction(s) (Instr. 4)		
Restricted Stock Units	\$0.00 <sup>(3)</sup>	08/01/2016		М			1,250	(4)	(4)	common stock	1,250	<b>\$0.00<sup>(5)</sup></b>	2,500	D	
Restricted Stock Units	\$0.00 <sup>(3)</sup>	08/01/2016		A		6,561		(6)	(6)	common stock	6,561	\$0.00 <sup>(5)</sup>	6,561	D	

#### Explanation of Responses:

1. Represents the conversion, upon vesting, of restricted stock units into common stock.

2. Represents shares withheld by the Issuer to satisfy tax withholding obligations upon the vesting on August 1, 2016 of the restricted stock units awarded to the reporting person on August 1, 2014. The award includes a provision for the withholding of shares by the Issuer to satisfy withholding taxes due as a result of the vesting of the award.

3. Each Restricted Stock Unit represents the right to receive, following vesting, one share of Forrester Research, Inc. common stock.

4. On August 1, 2014, the reporting person was granted 5000 Restricted Stock Units that vest and convert into common stock in four equal and consecutive installments beginning on the first anniversary of the grant date.

5. Each Restricted Stock Unit is the equivalent of one share of Forrester Research, Inc. common stock.

6. Unless earlier forfeited under the terms of the RSU, the award vests and converts into common stock in four equal and consecutive installments beginning on the first anniversary of the grant date.

### Maite Garcia, attorney-in-fact for Gail S. Mann

08/03/2016

Date

\*\* Signature of Reporting Person

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

 $^{\ast}$  If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

**POWER OF ATTORNEY\*** 

I hereby constitute and appoint each of Ryan Darrah and Maite Garcia signing singly, my true and lawful attorney-in-fact to:

(1) execute for and on my behalf, in my capacity as an officer and/or director of Forrester Research, Inc. (the "Company"), Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder; (2) do and perform any and all acts for and on my behalf that may be necessary or desirable to complete and execute any such Form 3, 4 or 5 and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be to my benefit, in my best interest, or that I am legally required to do, it being understood that the documents executed by such attorney-in-fact on my behalf pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

I hereby grant to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as I might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. I acknowledge that the attorneys-in-fact, in serving in such capacity at my request, are not assuming, nor is the Company assuming, any of my responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until I am no longer required to file Forms 3, 4 and 5 with respect to my holdings of and transactions in Company securities, unless I earlier revoke it in a signed writing delivered to the attorneys-in-fact. Upon signature of this Power of Attorney, I hereby revoke all previous powers of attorney granted concerning the subject matter herein.

IN WITNESS WHEREOF, I have caused this Power of Attorney to be executed as of this 27th day of May, 2009.

/s/ Gail S. Mann Signature

Gail S. Mann Print Name