

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.)

1033 Massachusetts Avenue
Cambridge, Massachusetts 02138

(Address of principal executive offices, including zip code)

1996 EMPLOYEE STOCK PURCHASE PLAN

(Full title of the plan)

George F. Colony
Chairman of the Board, President,
and Chief Executive Officer
Forrester Research, Inc.
1033 Massachusetts Avenue
Cambridge, Massachusetts 02138
(617) 497-7090

(Name, Address and Telephone Number, including Area Code, of Agent for Service)

CALCULATION OF REGISTRATION FEE

Title of Securities to be registered(1)	Amount to be registered	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee
Common Stock, par value \$.01	200,000 shares	\$15.00	\$3,000,000	\$910.00

(1) Estimated solely for the purpose of determining the registration fee pursuant to Rule 457(a) under the Securities Act of 1933.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

Forrester Research, Inc. (the "Registrant" or the "Company") hereby incorporates the following documents herein by reference:

- (a) The Registrant's prospectus filed with the Securities and Exchange Commission (the "Commission") pursuant to Rule 424(b) under the Securities Act of 1933 on November 27, 1996 (the "Prospectus"), in connection with the Registrant's initial public offering of Common Stock on registration statement on Form S-1 (No. 333-12761) (the "S-1 Registration Statement") and containing audited financial statements for the year ended December 31, 1995 and for the nine months ended September 30, 1996.
- (b) The description of the Company's Common Stock contained in the Registrant's registration statement on Form 8-A (No.000-21433) filed pursuant to Section 12(g) under the Exchange Act of 1934 (the "Exchange Act").

All documents subsequently filed by the Registrant pursuant to Section 13(a), Section 13(c), Section 14 and Section 15(d) of the Exchange Act prior to the filing of a post-effective amendment to this registration statement that indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed incorporated herein by reference from the date of filing of such documents.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

The Registrant's Certificate of Incorporation provides that the Registrant's Directors shall not be liable to the Registrant or its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent that the exculpation from liabilities is not permitted under the Delaware General Corporation Law as in effect at the time such liability is determined. The Restated Certificate of Incorporation provides that the Registrant shall indemnify its directors and officers to the fullest extent permitted by the laws of the State of Delaware.

Item 7. Exemption From Registration Claimed.

Not applicable.

Item 8. Exhibits.

Exhibit

- 4.1. 1996 Employee Stock Purchase Plan (incorporated by reference to Exhibit 10.4 of the Registrant's Registration Statement on Form S-1, File No. 333-12761).
- 4.2. Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.1 of the Registrant's Registration Statement on Form S-1, File No. 333-12761).
- 4.3. Amended By-laws of the Company (incorporated by reference to Exhibit 3.2 of the Registrant's Registration Statement on Form S-1 File No. 333-12761).
- 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 on signature page).

Item 9. Undertakings.

(a) The undersigned Registrant hereby undertakes:

(1) to file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement, (i) to include any prospectus required by Section 10(a)(3) of the Securities Act of 1933, (ii) to reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof), which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement, and (iii) to include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement; provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) shall not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed by the registrant pursuant to section 13 or section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement.

(2) that, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof;

(3) to remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the

Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

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 Boston, The Commonwealth of Massachusetts, on this 25th day of November, 1996.

FORRESTER RESEARCH, INC.

By: /s/ George F. Colony

 Name: George F. Colony
 Title: Chairman of the Board,
 President 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, David H. Ramsdell, Susan M. Whirly and Ann L. Milner, and each of them singly, his true and lawful attorneys with full power to them, and each of them singly, to sign for him and in his name in the capacities indicated below any and all amendments (including post-effective amendments) to this Registration Statement and to file the same, with exhibits thereto, and other documents in connection therewith, and he hereby ratifies and confirms his signature as it may be signed by said attorneys, or any of them, to any and all such amendments.

Signature -----	Capacity in Which Signed -----	Date ----
/s/ George F. Colony ----- George F. Colony	Chief Executive Officer, President, and Director of the Company (principal executive officer)	November 25, 1996
/s/ David H. Ramsdell ----- David H. Ramsdell	Director, Finance (principal financial and accounting officer)	November 25, 1996

EXHIBIT INDEX

Number -----	Title of Exhibit -----	Page -----
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November 27, 1996

Forrester Research, Inc.
1033 Massachusetts Avenue
Cambridge, Massachusetts 02138

Re: Forrester Research.

Ladies and Gentlemen:

This opinion is furnished to you in connection with a registration statement on Form S- 8 (the "Registration Statement"), filed with the Securities and Exchange Commission under the Securities Act of 1933, as amended, for the registration of 200,000 shares of Common Stock, \$.01 par value (the "Shares"), of Forrester Research, Inc., a Delaware corporation (the "Company").

We have acted as counsel for the Company and are familiar with the action taken by the Company in connection with the Company's 1996 Employee Stock Purchase Plan (the "Plan"). For purposes of this opinion we have examined 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 General Corporation Law of the State of Delaware.

Based on the foregoing, we are of the opinion that the shares have been duly authorized and, when the Shares have been issued and sold and consideration received therefor by the Company 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 reports dated October 22, 1996 included in Forrester Research, Inc.'s Registration Statement on Form S-1 (No. 333-12761), and to all references to our firm included in this registration statement.

ARTHUR ANDERSEN LLP

November 26, 1996