

Darrah Ryan
Form 4
August 03, 2018

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 OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Darrah Ryan

2. Issuer Name **and** Ticker or Trading
Symbol
FORRESTER RESEARCH, INC.
[FORR]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O FORRESTER RESEARCH,
INC., 60 ACORN PARK DRIVE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
08/01/2018

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
Chief Legal Officer

CAMBRIDGE, MA 02140

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(City) (State) (Zip)

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)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	08/01/2018		M ⁽¹⁾	634 A \$ 0	2,266	D	
Common Stock	08/01/2018		F	186 ⁽²⁾ D \$ 46.95	2,080	D	
Common Stock	08/01/2018		A	5,857 ⁽³⁾ A \$ 0	7,937	D	

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

**Persons who respond to the collection of
information contained in this form are not
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SEC 1474
(9-02)

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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)
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				Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
			Code V (A) (D)					
Restricted Stock Units	\$ 0 ⁽⁴⁾	08/01/2018	M	225	⁽⁵⁾	⁽⁵⁾	common stock	225 \$ 0 ⁽⁶⁾
Restricted Stock Units	\$ 0 ⁽⁴⁾	08/01/2018	M	409	⁽⁷⁾	⁽⁷⁾	common stock	409 \$ 0 ⁽⁶⁾

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Darrah Ryan
C/O FORRESTER RESEARCH, INC.
60 ACORN PARK DRIVE
CAMBRIDGE, MA 02140

Chief Legal Officer

Maite Garcia, attorney-in-fact for Ryan Darrah

08/03/2018

****Signature of Reporting Person**

Date _____

* 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).

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

Represents shares withheld by the Issuer to satisfy tax withholding obligations upon the vesting on August 1, 2018 of the restricted stock

- (2) units awarded to the reporting person on August 1, 2014, and August 1, 2016. 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.

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The securities awarded on August 1, 2018 are in the form of Restricted Stock Units issued pursuant to the Forrester Research, Inc.

- (3) Amended and Restated Equity Incentive Plan that entitle the reporting person, upon vesting, to receive one share of common stock per Restricted Stock Unit. The Restricted Stock Units will vest and convert into common stock in four equal installments on the first, second, third and fourth anniversaries of the grant date.
- (4) Each Restricted Stock Unit represents the right to receive, following vesting, one share of Forrester Research, Inc. common stock.
- (5) On August 1, 2014, the reporting person was granted 900 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.
- (6) Each Restricted Stock Unit is the equivalent of one share of Forrester Research, Inc. common stock.
- (7) On August 1, 2016, the reporting person was granted 1634 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.

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

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