FORRESTER RESEARCH INC
Form 10-Q
November 07, 2008

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FORM 10-Q

(MARK ONE)

þ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934.**

FOR THE QUARTERLY PERIOD ENDED SEPTEMBER 30, 2008

OR

o **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934.**

COMMISSION FILE NUMBER: 000-21433

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 Number)
400 TECHNOLOGY SQUARE CAMBRIDGE, MASSACHUSETTS (Address of principal executive offices)	02139 (Zip Code)

Registrant s telephone number, including area code: (617) 613 6000

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes þ No o

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer o	Accelerated filer þ	Non-accelerated filer o (Do not check if a smaller reporting company)	Smaller reporting company o

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes o No þ

As of November 3, 2008, 23,159,163 shares of the registrant s common stock were outstanding.

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PART I. FINANCIAL INFORMATION
ITEM 1. FINANCIAL STATEMENTS

FORRESTER RESEARCH, INC.
CONSOLIDATED BALANCE SHEETS
(In thousands)

	SEPTEMBER 30, 2008 (UNAUDITED)	DECEMBER 31, 2007
ASSETS		
Current assets:		
Cash and cash equivalents	$ 124,869	$ 53,163
Available-for-sale securities	83,258	195,811
Accounts receivable, net	37,352	69,865
Deferred commissions	8,497	10,631
Deferred income tax assets, net	7,489	13,236
Prepaid expenses and other current assets	10,625	11,304
Total current assets	272,090	354,010
Long-term assets:		
Available-for-sale securities	45,935	
Property and equipment, net	6,932	6,834
Goodwill, net	69,253	53,677
Deferred income tax assets, net	6,831	2,274
Non-marketable investments	7,990	8,414
Intangible assets, net	8,102	309
Other assets	1,125	839
Total long-term assets	146,168	72,347
Total assets	$ 418,258	$ 426,357
LIABILITIES AND STOCKHOLDERS EQUITY		
Current liabilities:		
Accounts payable	$ 3,458	$ 4,174
Accrued expenses	18,734	28,891
Deferred revenue	98,128	111,418
Total current liabilities	120,320	144,483

Deferred income tax liability and non-current accrued income tax liability		6,894		6,858
Stockholders equity:				
Preferred stock, $.01 par value				
Authorized 500 shares				
Issued and outstanding-none				
Common stock, $.01 par value				
Authorized 125,000 shares issued 29,082 and 28,165 shares as of September 30, 2008 and December 31, 2007, respectively				
Outstanding 23,168 and 23,153 shares as of September 30, 2008 and December 31, 2007, respectively		291		282
Additional paid-in capital		310,955		284,431
Retained earnings		101,539		81,478
Treasury stock, at cost 5,914 and 5,011 shares as of September 30, 2008 and December 31, 2007, respectively		(116,514)		(90,428)
Accumulated other comprehensive loss		(5,227)		(747)
Total stockholders equity		291,044		275,016
Total liabilities and stockholders equity	$	418,258	$	426,357

The accompanying notes are an integral part of these consolidated financial statements.

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FORRESTER RESEARCH, INC.
CONSOLIDATED STATEMENTS OF INCOME
(In thousands, except per share data)

	THREE MONTHS ENDED SEPTEMBER 30,		NINE MONTHS ENDED SEPTEMBER 30,	
	2008	2007	2008	2007
	(UNAUDITED)			
Revenues:				
Research services	$ 40,326	$ 32,945	$ 114,136	$ 96,312
Advisory services and other	19,180	18,190	63,818	57,325
Total revenues	59,506	51,135	177,954	153,637
Operating expenses:				
Cost of services and fulfillment	21,806	18,648	65,848	60,106
Selling and marketing	20,282	17,913	60,119	52,813
General and administrative	7,529	7,002	22,945	22,533
Depreciation	1,012	1,026	2,998	2,881
Amortization of intangible assets	282	293	476	978
Total operating expenses	50,911	44,882	152,386	139,311
Income from operations	8,595	6,253	25,568	14,326
Other income:				
Other income, net	1,447	2,175	5,221	6,153
Gains (impairments) from securities and non-marketable investments, net	26	98	2,136	(1,690)
Income from operations before income tax provision	10,068	8,526	32,925	18,789
Income tax provision	3,680	1,729	12,864	5,460
Net income	$ 6,388	$ 6,797	$ 20,061	$ 13,329
Basic net income per common share	$ 0.28	$ 0.29	$ 0.87	$ 0.58
Diluted net income per common share	$ 0.27	$ 0.29	$ 0.85	$ 0.56
Basic weighted average common shares outstanding	23,163	23,072	23,056	23,067
Diluted weighted average common shares outstanding	23,793	23,667	23,655	23,749

The accompanying notes are an integral part of these consolidated financial statements.

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FORRESTER RESEARCH, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands)

	NINE MONTHS ENDED SEPTEMBER 30, 2008	2007
	(UNAUDITED)	
Cash flows from operating activities:		
Net income	$ 20,061	$ 13,329
Adjustments to reconcile net income to net cash provided by operating activities-		
Depreciation	2,998	2,881
Amortization of intangible assets	476	978
Gains on sales of available-for-sale securities	(2,057)	
(Gains) impairments from non-marketable investments, net	(79)	1,690
Deferred income taxes	2,961	3,991
Non-cash stock-based compensation	3,973	5,763
Increase in provision for doubtful accounts	494	380
Amortization of premiums on available-for-sale securities	626	473
Changes in assets and liabilities, net of acquisition-		
Accounts receivable	34,518	24,147
Deferred commissions	2,134	2,216
Prepaid expenses and other current assets	2,290	(4,146)
Accounts payable	(1,056)	(338)
Accrued expenses	(10,035)	(6,116)
Deferred revenue	(16,951)	(16,053)
Net cash provided by operating activities	40,353	29,195
Cash flows from investing activities:		
Acquisition of JupiterResearch	(23,398)	
Purchases of property and equipment	(2,730)	(3,826)
Proceeds from non-marketable investments	250	1,058
Proceeds from sale of discontinued operations		250
Decrease in other assets	344	26
Purchases of available-for-sale securities	(966,671)	(872,420)
Proceeds from sales and maturities of available-for-sale securities	1,028,902	845,631
Net cash provided by (used in) investing activities	36,697	(29,281)
Cash flows from financing activities:		
Proceeds from issuance of common stock under stock option plans and employee stock purchase plan	17,246	811
Tax benefits related to stock options	5,314	
Acquisition of treasury stock	(26,086)	
Net cash (used in) provided by financing activities	(3,526)	811

Effect of exchange rate changes on cash and cash equivalents	(1,818)	938
Net increase in cash and cash equivalents	71,706	1,663
Cash and cash equivalents, beginning of period	53,163	39,157
Cash and cash equivalents, end of period	$ 124,869	$ 40,820
Supplemental disclosure of cash flow information:		
Cash paid for income taxes	$ 7,819	$ 3,428

The accompanying notes are an integral part of these consolidated financial statements.

FORRESTER RESEARCH, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1 INTERIM CONSOLIDATED FINANCIAL STATEMENTS

The accompanying unaudited interim consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (GAAP) for interim financial information and pursuant to the rules and regulations of the Securities and Exchange Commission (SEC) for reporting on Form 10-Q. Accordingly, certain information and footnote disclosures required for complete financial statements are not included herein. It is recommended that these financial statements be read in conjunction with the consolidated financial statements and related notes that appear in the Forrester Research, Inc. (Forrester) Annual Report on Form 10-K for the year ended December 31, 2007. In the opinion of management, all adjustments (consisting of normal recurring adjustments) considered necessary for a fair presentation of the financial position, results of operations, and cash flows as of the dates and for the periods presented have been included. The results of operations for the nine months ended September 30, 2008 may not be indicative of the results for the year ended December 31, 2008, or any other period.

Fair Value

Effective January 1, 2008, Forrester Research, Inc. (Forrester or the Company) adopted Statement of Financial Accounting Standards (SFAS) No. 157, Fair Value Measurements (SFAS 157). In February 2008, the Financial Accounting Standards Board (FASB) issued FASB Staff Position No. FAS 157-2, Effective Date of FASB Statement No. 157 , which provides a one year deferral of the effective date of SFAS 157 for non-financial assets and non-financial liabilities, except those that are recognized or disclosed in the financial statements at fair value at least annually. Therefore, the Company has adopted the provisions of SFAS 157 with respect to its financial assets and liabilities only. SFAS 157 defines fair value, establishes a framework for measuring fair value under generally accepted accounting principles and enhances disclosures about fair value measurements. Fair value is defined under SFAS 157 as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. Valuation techniques used to measure fair value under SFAS 157 must maximize the use of observable inputs and minimize the use of unobservable inputs. The standard describes a fair value hierarchy based on three levels of inputs, of which the first two are considered observable and the last unobservable, that may be used to measure fair value which are the following:

Level 1 Quoted prices in active markets for identical assets or liabilities.

Level 2 Inputs other than Level 1 that are observable, either directly or indirectly, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3 Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

The adoption of this statement did not have a material impact on the Company s consolidated results of operations or financial condition.

In accordance with SFAS 157, the following table represents the Company s fair value hierarchy for its financial assets (cash equivalents and available-for-sale securities) measured at fair value on a recurring basis as of September 30, 2008 (in thousands):

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	Level 1	Level 2	Level 3	Total
Money market funds (1)	$ 18,900	$	$	$ 18,900
Federal agency and corporate obligations (2)		82,823		82,823
State and municipal obligations		70,823	45,935	116,758
Total	$ 18,900	$ 153,646	$ 45,935	$ 218,481

(1) Included in cash and cash equivalents at September 30, 2008.

(2) $70.4 million included in cash and cash equivalents at September 30, 2008.

Level 3 assets consist of auction rate securities (ARS) from various issuers collateralized by student loans and municipal debt. In February 2008, auctions began to fail for these securities and the majority of the auctions since then have failed. Based on the overall failure rate of these auctions, the frequency of the failures, the underlying maturities of the securities, and the fact that the funds associated with the ARS may not be accessible for in excess of 12 months, we have classified auction rate securities as long-term assets on our balance sheet. These investments were recorded at fair value as of September 30, 2008. For the majority of these securities, Forrester used a discounted cash flow methodology to determine fair value with the most significant input categorized as Level 3. Significant inputs that went into the model were the credit quality of the issuer, the percentage and types of guarantees (such as Federal Family Education Loan Program FFELP), the probability of the auction succeeding or the security being called, and an illiquidity discount factor. The remainder of the securities were valued consistent with historical practices with the most significant input into the valuation being the probability of the security being called or of an auction succeeding. Based on these inputs, the valuation of the securities ranged from par to a 28% discount from par with a weighted average discount across the portfolio of 4%. Changes in the assumptions of Forrester s model based on dynamic market conditions could have a significant impact on the valuation of these securities, which may lead Forrester to record an impairment charge for these securities in the future.

The following table provides a summary of changes in fair value of the Company s Level 3 financial assets as of September 30, 2008 (in thousands):

	State and Municipal Obligations
Balance at December 31, 2007	$ 120,200
Unrealized loss included in other comprehensive income	(2,090)
Net settlements	(72,175)
Balance at September 30, 2008	$ 45,935

Stock-Based Compensation

Forrester accounts for share-based payments under the provisions of SFAS No. 123 (revised 2004), Share-Based Payment (SFAS No. 123R). All of Forrester s stock-based compensation is accounted for as equity instruments and Forrester has five equity plans required to be evaluated under SFAS No. 123R: two equity incentive plans, two directors stock option plans and an employee stock purchase plan. Under the provisions of SFAS No. 123R, Forrester recognizes the fair value of stock-based compensation in net income over the requisite service period of the individual grantee, which generally equals the vesting period.

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Forrester recorded approximately $1.3 million and $1.4 million of stock-based compensation in the accompanying consolidated statements of income for the three months ended September 30, 2008 and 2007, respectively, and $4.0 million and $5.8 million for the nine months ended September 30, 2008 and 2007, respectively, included in the following expense categories (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2008	2007	2008	2007
Cost of services and fulfillment	$ 678	$ 817	$ 2,094	$ 3,119
Selling and marketing	247	313	723	1,524
General and administrative	344	295	1,156	1,120
	$ 1,269	$ 1,425	$ 3,973	$ 5,763

On April 1, 2008, Forrester issued to its employees options to purchase 370,000 shares of common stock. These options are subject to performance criteria and will vest only if certain pro forma operating profit targets related to full year 2008 performance are achieved. The vesting of these options is over 24, 36 or 48 months, or the options could be forfeited, depending on the actual pro forma operating profit achieved for 2008. As of September 30, 2008, operating performance was expected to result in the options vesting over 48 months and expense was recognized assuming that vesting period for the three and nine month periods then ended. Based on historical exercise patterns for options with similar vesting and the expected vesting period at the time of grant, Forrester used an expected option term of 2 years for the year one vest, 3 years for the year two vest, 4 years for the year three vest and 5 years for the year four vest to value these options. The expense related to these options is being recognized on a graded basis.

On April 2, 2007, Forrester issued to its employees options to purchase 293,600 shares of common stock. These options were subject to performance criteria and would vest only if certain pro forma operating margin percentage targets related to full year 2007 performance were achieved. The vesting of these options was over 24 or 36 months, or the options could be forfeited, depending on the actual pro forma operating margin achieved for 2007. During 2007, operating performance was expected to result in the options vesting over 36 months and expense was recognized assuming that vesting period for the interim reporting periods of 2007. Based on historical exercise patterns for options with similar vesting and the expected vesting period at the time of grant, Forrester used an expected option term of 2 years for the year one vest, 3 years for the year two vest and 4 years for the year three vest to value these options. The actual pro forma operating margin for 2007 resulted in the options vesting over 36 months and the expense related to these options was recognized on a graded basis.

On April 3, 2006, Forrester issued to its employees options to purchase 587,500 shares of common stock. These options were subject to performance criteria and would vest only if certain pro forma operating margin targets related to full year 2006 performance were achieved. The vesting of these options was over 24 or 36 months, or the options could be forfeited, depending on the actual pro forma operating margin achieved for 2006. At the time of grant, operating performance was expected to result in the options vesting over 36 months. Based on historical exercise patterns for options with similar vesting and the expected vesting period at the time of grant, Forrester used an expected option term of 2 years for the year one vest, 3 years for the year two vest and 4 years for the year three vest to value these options. The actual pro forma operating margin for 2006 resulted in accelerated vesting of the options over 24 months and the expense related to these options was recognized on a graded basis.

Forrester utilized the Black-Scholes valuation model for estimating the fair value of the stock-based compensation granted after the adoption of SFAS No. 123R. The options granted under the stock option plans and shares subject to purchase under the employee stock purchase plan were valued using the following assumptions:

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	3 Months Ended September 30, 2008		3 Months Ended September 30, 2007
	Stock Option Plans	Employee Stock Purchase Plan	Stock Option Plans
Average risk-free interest rate	3.09%	2.00%	4.80%
Expected dividend yield	None	None	None
Expected life	3.5 Years	0.5 Years	3.5 Years
Expected volatility	35%	35%	35%
Weighted average fair value at grant date	$9.54	$ 7.56	$ 8.48

	9 Months Ended September 30, 2008		9 Months Ended September 30, 2007
	Stock Option Plans	Employee Stock Purchase Plan	Stock Option Plans
Average risk-free interest rate	2.60%	2.50%	4.70%
Expected dividend yield	None	None	None
Expected life	3.5 Years	0.5 Years	3.2 Years
Expected volatility	35%	35%	35%
Weighted average fair value at grant date	$7.99	$ 7.32	$ 8.35

The dividend yield of zero is based on the fact that Forrester has never paid cash dividends and has no present intention to pay cash dividends. Expected volatility is based, in part, on the historical volatility of Forrester s common stock as well as management s expectations of future volatility over the expected term of the awards granted. The risk-free interest rate used is based on the U.S. Treasury Constant Maturity rate with an equivalent remaining term. Where the expected term of Forrester s stock-based awards does not correspond with the terms for which the interest rates are quoted, Forrester uses the rate with the maturity closest to the award s expected term. The expected term calculation is based upon using Forrester s historical experience of exercise patterns.

Based on Forrester s historical experience as well as management s expectations for the next year, a forfeiture rate of 10% was used to determine current period expense. Forrester evaluated various employee groups and determined that the forfeiture experience and expectations were not materially different amongst employee groups and therefore concluded that one forfeiture rate was appropriate. Forrester will record additional expense if the actual forfeiture rate is lower than estimated, and will record recovery of prior expense if the actual forfeiture rate is higher than estimated.
The following table summarizes stock option activity under all stock option plans for the nine months ended September 30, 2008 (in thousands, except per share and average life data):

	Number	Weighted Average Exercise Price Per	Weighted Average Remaining Contractual Life	Aggregate Intrinsic

	of Shares	Share	(In Years)	Value
Outstanding as of December 31, 2007	3,464	$ 23.15	6.74	$ 21,302
Granted	514	27.88		
Exercised	(885)	18.64		
Cancelled	(99)	26.91		
Outstanding as of September 30, 2008	2,994	$ 25.18	6.85	$ 16,207
Exercisable as of September 30, 2008	1,691	$ 23.44	5.41	$ 13,239

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The total intrinsic value of stock options exercised during the three and nine months ended September 30, 2008 was $3.4 and $10.1 million, respectively. The total intrinsic value of stock options exercised during the nine months ended September 30, 2007 was $462,000. There were no options exercised during the three months ended September 30, 2007. The unamortized fair value of stock options as of September 30, 2008 was $5.8 million, with a weighted average remaining recognition period of 1.46 years.

Income Taxes

Forrester provides for income taxes on an interim basis according to management s estimate of the effective tax rate expected to be applicable for the full fiscal year ending December 31, 2008.

Effective January 1, 2007, the Company adopted FASB Interpretation No. 48, Accounting for Uncertainty in Income Taxes (FIN 48). FIN 48 clarifies the accounting for uncertainty in income taxes recognized in an enterprise s financial statements in accordance with SFAS No. 109, Accounting for Income Taxes (SFAS 109). As a result of the adoption of FIN 48, the Company recognized a $233,000 increase to reserves for income taxes for unrecognized tax benefits, with a corresponding decrease to retained earnings as of January 1, 2007. The Company classifies interest and penalties as a component of tax expense.

As of September 30, 2008, the Company had total gross unrecognized tax benefits of approximately $872,000 compared with approximately $1.4 million as of December 31, 2007, representing a decrease of approximately $528,000 for the first nine months of fiscal 2008. Of the total gross unrecognized tax benefits, $634,000, if recognized, would reduce the effective tax rate in the period of recognition. The decrease in gross unrecognized tax benefit pertains primarily to the settlement of a UK audit which closed out the UK tax years of 2003 through 2005. In addition, the Company accrues interest and any associated penalties related to reserves for income taxes in provision for income taxes. The gross amount of penalties and interest accrued as of September 30, 2008 was $163,000.

The Company files income tax returns in the U.S. federal jurisdiction, various state and local jurisdictions, and many foreign jurisdictions. A number of years may elapse before an uncertain tax position is audited and finally resolved. While it is often difficult to predict the final outcome or the timing of resolution of any particular uncertain tax position, the Company believes that its reserves for income taxes reflect the most probable outcome. The Company adjusts these reserves, as well as the related interest, in light of changing facts and circumstances. Settlement of any particular tax position may require a cash payment. The resolution of a matter would be recognized as an adjustment to the Company s provision for income taxes and its effective tax rate in the period of resolution.

The number of years with open tax audits varies depending on the tax jurisdiction. The Company s major taxing jurisdictions include the U.S., the Netherlands, the United Kingdom and Germany.

NOTE 2 ACQUISITION OF JUPITERRESEARCH

On July 31, 2008, Forrester acquired all of the outstanding capital stock of JUPR Holdings, Inc. (JUPR Holdings), the parent company of JupiterResearch, LLC (JupiterResearch), for $23.0 million in cash, subject to a working capital adjustment, plus assumed liabilities. JupiterResearch provides business professionals with syndicated research, analysis, and advice backed by proprietary data. The acquisition increased the number of client companies and research and sales personnel and is expected to strengthen the role-based strategy and add greater depth and breadth to the syndicated product offering. The aggregate purchase price was approximately $23.5 million and the preliminary purchase price allocation resulted in an allocation of $16.8 million to goodwill, $8.3 million to intangible assets and $1.6 million to the net liabilities acquired. The acquired intangible assets are being amortized according to the expected cash flows to be received from the underlying assets over their respective weighted average lives as follows:

	Assigned Value (in thousands)	Weighted Average Life
Customer relationships	$ 6,918	10 years
Research content	1,116	1 year
Trademarks	233	1 year

$ 8,267

The Company is currently finalizing the valuation of the assets and liabilities assumed therefore the preliminary purchase price allocation remains subject to potential adjustments. Forrester elected to treat the acquisition of JupiterResearch as a stock purchase for income tax purposes and, accordingly, the goodwill is not deductible for income tax purposes. The results of JupiterResearch s operations have been included in Forrester s consolidated financial statements since July 31, 2008 and the Company has not furnished pro forma financial information relating to the acquisition because such information is not material.

NOTE 3 INTANGIBLE ASSETS

A summary of Forrester s amortizable intangible assets as of September 30, 2008 is as follows:

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	GROSS CARRYING AMOUNT	ACCUMULATED AMORTIZATION (IN THOUSANDS)	NET CARRYING AMOUNT
Amortizable intangible assets:			
Customer relationships	$ 27,298	$ 20,310	$ 6,988
Research content	3,560	2,630	930
Registered trademarks	802	618	184
Total	$ 31,660	$ 23,558	$ 8,102

Amortization expense related to identifiable intangible assets was approximately $282,000 and $293,000 during the three months ended September 30, 2008 and 2007, respectively, and $476,000 and $978,000 during the nine months ended September 30, 2008 and 2007, respectively. Estimated amortization expense related to identifiable intangible assets that will continue to be amortized is as follows:

	AMOUNTS (IN THOUSANDS)
Remaining three months ending December 31, 2008	$ 396
Year ending December 31, 2009	817
Year ending December 31, 2010	623
Year ending December 31, 2011	1,214
Year ending December 31, 2012	1,216
Year ending December 31, 2013	1,089
Thereafter	2,747
Total	$ 8,102

NOTE 4 NET INCOME PER COMMON SHARE

Basic net income per common share for the three and nine months ended September 30, 2008 and 2007 was computed by dividing net income by the basic weighted average number of common shares outstanding during the period. Diluted net income per common share for the three and nine months ended September 30, 2008 and 2007 was computed by dividing net income by the diluted weighted average number of common shares outstanding during the period. The weighted average number of common equivalent shares outstanding has been determined in accordance with the treasury-stock method. Common stock equivalents consist of common stock issuable on the exercise of outstanding options when dilutive. A reconciliation of basic to diluted weighted average shares outstanding is as follows:

	THREE MONTHS ENDED SEPTEMBER 30,		NINE MONTHS ENDED SEPTEMBER 30,	
	2008	2007	2008	2007
	(IN THOUSANDS)			
Basic weighted average common shares outstanding	23,163	23,072	23,056	23,067
Weighted average common equivalent shares	630	595	599	682

Diluted weighted average common shares outstanding	23,793	23,667	23,655	23,749
Options excluded from the diluted weighted average share calculation as the effect would have been anti-dilutive	934	1,388	1,456	1,014

NOTE 5 COMPREHENSIVE INCOME

The components of total comprehensive income for the three and nine months ended September 30, 2008 and 2007 are as follows:

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	THREE MONTHS ENDED SEPTEMBER 30,		NINE MONTHS ENDED SEPTEMBER 30,	
	2008	2007	2008	2007
	(IN THOUSANDS)			
Unrealized (loss) gain on available-for-sale securities, net of taxes	$ (325)	$ 903	$ (3,475)	$ 3,477
Cumulative translation adjustment	(1,711)	134	(1,005)	(224)
Total other comprehensive (loss) income	$ (2,036)	$ 1,037	$ (4,480)	$ 3,253
Reported net income	6,388	6,797	20,061	13,329
Total comprehensive income	$ 4,352	$ 7,834	$ 15,581	$ 16,582

NOTE 6 AVAILABLE-FOR-SALE SECURITIES

A summary of Forrester s available-for-sale securities as of September 30, 2008 is as follows:

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Market Value
September 30, 2008				
State and municipal obligations, short-term	$ 70,690	$ 144	$ (11)	$ 70,823
Federal agency and corporate obligations, short-term	12,831	1	(397)	12,435
Total short-term investments	$ 83,521	$ 145	$ (408)	$ 83,258
State and municipal obligations, long-term	48,025		(2,090)	45,935
Total short and long-term investments	$ 131,546	$ 145	$ (2,498)	$ 129,193
December 31, 2007				
State and municipal obligations	$ 192,052	$ 340	$ (40)	$ 192,352
comScore	271	3,188		3,459
Total short-term investments	$ 192,323	$ 3,528	$ (40)	$ 195,811

Included in accumulated other comprehensive loss in the accompanying consolidated balance sheets was $1.4 million of net unrealized losses on available-for-sale securities, net of tax, at September 30, 2008 and $2.1 million of net unrealized gains on available-for-sale securities, net of tax, at December 31, 2007.

In the case of the ARS, the unrealized losses were due principally to illiquidity in the marketplace (see Note 1 for further discussion of fair value). The contractual terms of these investments do not permit the issuer to settle the securities at a price less than the amortized cost of the investment. Because Forrester has the ability and the intent to hold these investments until a recovery of market value, Forrester does not consider these investments to be other-than-temporarily impaired at September 30, 2008.

The following table summarizes the maturity periods of the available-for-sale securities in the Company s portfolio as of September 30, 2008. As previously discussed, Forrester is now classifying auction rate securities (ARS) as long-term investments. The total amount of securities containing auction reset features as of September 30, 2008 was $45.9 million and the following table reflects these investments at their current maturity dates. The actual contractual maturities of these investments were they not to reset would occur at various dates between 2009 and 2041 with $1.2 million maturing in one to five years, $1.1 million maturing in five to ten years and $43.6 million maturing after ten years.

	FY 2008	**FY 2009**	**FY 2010**	**FY 2011**	**Total**
State and municipal agency obligations	$45,245	$39,807	$29,199	$2,507	$116,758
Federal agency and corporate obligations		691	10,744	1,000	12,435
Total	$45,245	$40,498	$39,943	$3,507	$129,193

In February 2008, certain ARSs that Forrester holds experienced failed auctions that limited the liquidity of these securities. Based on current market conditions, it is likely that auction failures will continue that could result in either temporary or other-than-temporary impairments of the ARS holdings, which totaled $45.9 million. The Company has the ability and intent to hold these securities until a successful auction occurs and the ARSs are liquidated at par value. If in the future it is determined that any decline in values of the ARSs is other-than-temporary, the Company would have to recognize the loss in the statement of operations, which could have a material impact on the operating results in the period it is recognized. Further, as the funds associated with the ARSs may not be accessible for in excess of twelve months because of continued failed auctions or the inability to find a buyer outside of the auction process, these securities were classified as long-term assets in the consolidated balance sheet as of September 30, 2008.

In 2007, Forrester owned an approximately 1.2% ownership interest in comScore, Inc. (comScore), a provider of infrastructure services which utilizes proprietary technology to accumulate comprehensive information on consumer buying behavior. In June 2007, comScore (NASDAQ: SCOR) completed an initial public offering in which Forrester s ownership interest was converted to approximately 126,000 shares. In December 2007, Forrester sold approximately 20,000 shares and as of December 31, 2007, the investment of approximately $3.5 million was included in available-for-sale securities in the accompanying consolidated balance sheet, stated at fair market value with any unrealized gains and losses reported as a component of other comprehensive income. At December 31, 2007, approximately $3.2 million of unrealized gain was recorded as a component of other comprehensive income. In February 2008, Forrester sold an additional 20,000 shares and the remaining 86,000 shares were sold in May 2008 resulting in gains of approximately $387,000 and $1.7 million, respectively.

NOTE 7 NON-MARKETABLE INVESTMENTS

In June 2000, Forrester committed to invest $20.0 million in two technology-related private equity investment funds with capital contributions required to be funded over an expected period of five years. During the three months ended September 30, 2008, Forrester contributed approximately $13,000 to these investment funds. No contributions were made during the three months ended September 30, 2007. During the nine months ended September 30, 2008 and 2007, Forrester contributed approximately $38,000 and $113,000 to these investment funds, respectively, resulting in total cumulative contributions of approximately $19.5 million to date. One of these investments is being accounted for using the cost method and, accordingly, is valued at cost unless an other than temporary impairment in its value occurs or the investment is liquidated. The other investment is being accounted for using the equity method as the investment is a limited partnership and Forrester has an ownership interest in the limited partnership in excess of 5% and, accordingly, Forrester records its share of the investee s operating results each period. During the three months ended September 30, 2008 and 2007, gross distributions of approximately $38,000 and $175,000 respectively, were recorded and resulted in gains of approximately $26,000 and $98,000, respectively in the consolidated statements of income. During the nine months ended September 30, 2008 and 2007, gross distributions of $288,000 and $788,000, respectively, were recorded and resulted in gains of $160,000 and $469,000, respectively in the consolidated statements of income. During the three months ended September 30, 2008 and 2007 there were no impairments recorded. During the nine months ended September 30, 2008 and 2007, the Company recorded impairments of $74,000 and $2.0 million, respectively. During each of the three and nine months ended September 30, 2008 and 2007, fund management charges of approximately $84,000 and $252,000, respectively were included in other income, net in the consolidated statements of income. Fund management charges are recorded as a reduction of the investment s carrying value.

Forrester has adopted a cash bonus plan to pay bonuses, after the return of invested capital, measured by the proceeds of a portion of its share of net profits from these investments, if any, to certain key employees, subject to the terms and conditions of the plan. The payment of such bonuses would result in compensation expense with respect to the amounts so paid. To date, no bonuses have been paid under this plan. The principal purpose of this cash bonus plan was to retain key employees by allowing them to participate in a portion of the potential return from Forrester s technology-related investments if they remained employed by the Company. The plan was established at a time when technology and internet companies were growing significantly, and providing incentives to retain key employees during that time was important.

In December 2003, Forrester committed to invest an additional $2.0 million over an expected capital contribution period of 2 years in an annex fund of one of the two private equity investment funds. The annex fund investment is outside of the scope of the previously mentioned bonus plan. As of September 30, 2008, Forrester had contributed $2.0 million to this fund. This investment is being accounted for using the equity method as the investment is a limited partnership and Forrester has an ownership interest in the limited partnership in excess of 5% and, accordingly, Forrester records its share of the investee s operating results each period. During the three months ended September 30, 2008 and 2007 there were no impairments recorded. During the nine months ended September 30, 2008 and 2007, Forrester recorded impairments of approximately $4,000 and $123,000, respectively, which were included in the consolidated statements of income. During the nine months ended September 30, 2007, Forrester received a distribution of $39,000 which was accounted for as a return of capital.

The timing of the recognition of future gains or losses from these investment funds is beyond Forrester s control. As a result, it is not possible to predict when Forrester will recognize any gains or losses, if Forrester will award cash bonuses based on the net profit from such investments, or when Forrester will incur compensation expense in connection with the payment of such bonuses. If the investment funds realize large gains or losses on their investments, Forrester could experience significant variations in its quarterly results unrelated to its business operations. These variations could be due to significant gains or losses or to significant compensation expenses. While gains may offset compensation expenses in a particular quarter, there can be no assurance that related gains and compensation expenses will occur in the same quarters.

NOTE 8 STOCK REPURCHASE

Through 2008, the Board of Directors authorized an aggregate $150 million to purchase common stock under the stock repurchase program. The shares repurchased were used, among other things, in connection with Forrester s employee stock option and purchase plans. As of September 30, 2008, Forrester had repurchased approximately 5.9 million shares of common stock at an aggregate cost of approximately $116.5 million.

NOTE 9 OPERATING SEGMENT AND ENTERPRISE WIDE REPORTING

Forrester manages its business within three principal client groups (Client Groups), with each client group responsible for writing relevant research for the roles within the client organizations on a worldwide basis. The three client groups are: Information Technology Client Group (IT), Technology Industry Client Group (TI), and the Marketing and Strategy Client Group (M&S). All of the Client Groups generate revenues through sales of similar research and advisory and other service offerings targeted at specific roles within their targeted clients. Each of the Client Groups consists of a sales force responsible for selling to clients located within the Client Group s target client base and research personnel focused primarily on issues relevant to particular roles and to the day-to-day responsibilities of persons within the roles. The results of JupiterResearch (see Note 2) are included in the M&S Client Group. Amounts included in the Other segment relate to the operations of the events sales and production departments. Revenue reported in the Other operating segment consists primarily of sponsorships and event tickets to Forrester events. As of January 1, 2008, the European sales force was integrated into the Client Groups. As a result, expenses related to the European sales force were reclassified from corporate expenses to the Client Groups for 2007, in order to conform with the current year presentation.

Forrester evaluates reportable segment performance and allocates resources based on direct margin. Direct margin, as presented below, is defined as operating income excluding certain selling and marketing expenses, client services, non-cash stock-based compensation expense, general and administrative expenses, depreciation expense and amortization of intangibles. The accounting policies used by the reportable segments are the same as those used in the consolidated financial statements.

Forrester does not identify or allocate assets, including capital expenditures, by operating segment. Accordingly, assets are not being reported by segment because the information is not available by segment and is not reviewed in the evaluation of performance or in making decisions on the allocation of resources.

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The following tables present information about reportable segments.

	IT	TI	M&S	Other	Consolidated
Three months ended September 30, 2008					
Revenue	$ 24,851	$ 17,809	$ 15,407	$ 1,439	$ 59,506
Direct Margin	11,391	9,520	5,323	228	26,462
Corporate expenses					(17,585)
Amortization of intangible assets					(282)
Income from continuing operations					$ 8,595
Three months ended September 30, 2007					
Revenue	$ 21,989	$ 16,078	$ 11,583	$ 1,485	$ 51,135
Direct Margin	11,026	9,022	4,910	(85)	24,873
Corporate expenses					(18,327)
Amortization of intangible assets					(293)
Income from continuing operations					$ 6,253

	IT	TI	M&S	Other	Consolidated
Nine months ended September 30, 2008					
Revenue	$ 74,314	$ 52,015	$ 42,067	$ 9,558	$ 177,954
Direct Margin	32,715	27,141	14,617	4,096	78,569
Corporate expenses					(52,525)
Amortization of intangible assets					(476)
Income from continuing operations					$ 25,568
Nine months ended September 30, 2007					
Revenue	$ 64,773	$ 47,655	$ 33,218	$ 7,991	$ 153,637
Direct Margin	33,671	27,337	14,052	2,795	77,855
Corporate expenses					(62,551)
Amortization of intangible assets					(978)
Income from continuing operations					$ 14,326

Revenues by geographic client location and as a percentage of total revenues are as follows:

	THREE MONTHS ENDED SEPTEMBER 30,		**NINE MONTHS ENDED SEPTEMBER 30,**	
	2008	**2007**	**2008**	**2007**

	(IN THOUSANDS)			
United States	$ 42,901	$ 36,532	$ 127,652	$ 108,741
Europe (excluding United Kingdom)	7,301	5,904	23,472	17,351
United Kingdom	3,593	3,553	10,294	12,157
Canada	3,461	2,873	9,854	8,651
Other	2,250	2,273	6,682	6,737
	$ 59,506	$ 51,135	$ 177,954	$ 153,637

	THREE MONTHS ENDED SEPTEMBER 30,		NINE MONTHS ENDED SEPTEMBER 30,	
	2008	2007	2008	2007
United States	72%	71%	72%	71%
Europe (excluding United Kingdom)	12	12	13	11
United Kingdom	6	7	6	8
Canada	6	6	5	6
Other	4	4	4	4
	100%	100%	100%	100%

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NOTE 10 STOCK OPTION INVESTIGATION: RESTATEMENT OF HISTORICAL FINANCIAL STATEMENTS

During the three months ended September 30, 2008 and 2007, the Company incurred expenses of $487,000 and $808,000 related to the stock option investigation and restatement of the Company s historical financial statements, respectively, which have been recorded in the caption General and Administrative Expense. During the nine months ended September 30, 2008 and 2007, the Company incurred expenses of $1.1 million and $3.6 million related to the stock option investigation and restatement of the Company s historical financial statements, respectively, which have been recorded in the caption General and Administrative Expense.

NOTE 11 RECENT ACCOUNTING PRONOUNCEMENTS

In December 2007, the FASB issued SFAS 141 (revised), Business Combinations, (SFAS 141R). The standard changes the accounting for business combinations including the measurement of acquirer shares issued in consideration for a business combination, the recognition of contingent consideration, the accounting for pre-acquisition gain and loss contingencies, the recognition of capitalized in-process research and development, the accounting for acquisition-related restructuring cost accruals, the treatment of acquisition related transaction costs and the recognition of changes in the acquirer s income tax valuation allowance. SFAS 141R is effective for fiscal years beginning after December 15, 2008, with early adoption prohibited. The Company expects to adopt SFAS 141R for any business combinations entered into beginning in fiscal 2009. The Company is evaluating the impact, if any, that SFAS 141R may have on its consolidated financial statements.

In May 2008, the FASB issued SFAS 162, The Hierarchy of Generally Accepted Accounting Principles. SFAS 162 has an objective to identify accounting principles and the framework for selecting the principles used in the preparation of financial statements of nongovernmental entities that are presented in conformity with generally accepted accounting principles in the United States (the GAAP hierarchy). The statement was issued to provide companies with guidance regarding the hierarchy of the accounting promulgation when researching the accounting treatment for a transaction or event. The Statement will be effective 60 days following the SEC s approval of the Public Company Accounting Oversight Board (PCAOB) amendments to AU Section 411, The Meaning of Present Fairly in Conformity with Generally Accepted Accounting Principles. The Company is evaluating the impact, if any, that SFAS 162 may have on its consolidated financial statements.

ITEM 2. MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

OVERVIEW

This Quarterly Report on Form 10-Q contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Words such as expects, believes, anticipates, intends, plans, estimates, or sim expressions are intended to identify these forward-looking statements. These statements include, but are not limited to, statements about the adequacy of our liquidity and capital resources and the success of and demand for our research and advisory products and services. These statements are based on our current plans and expectations and involve risks and uncertainties that could cause actual future activities and results of operations to be materially different from those set forth in the forward-looking statements. Important factors that could cause actual future activities and results to differ include, among others, our ability to anticipate trends in technology spending in the marketplace and business and economic conditions, market trends, competition, the ability to attract and retain professional staff, possible variations in our quarterly operating results, risks associated with our ability to offer new products and services and our dependence on renewals of our membership-based research services and on key personnel. We undertake no obligation to update publicly any forward-looking statements, whether as a result of new information, future events, or otherwise.

We derive revenues from memberships to our research product offerings and from our advisory services and events available through what we refer to as Research, Data, Consulting, and Community offerings. We offer contracts for our research products that are typically renewable annually and payable in advance. Research revenues are recognized as revenue ratably over the term of the contract. Accordingly, a substantial portion of our billings are initially recorded as deferred revenue. Clients purchase advisory services offered through our Data, Consulting and Community products and services to supplement their memberships to our research. Billings attributable to advisory services are initially recorded as deferred revenue and are recognized as revenue when the services are performed. Event billings are also initially recorded as deferred revenue and are recognized as revenue upon completion of each event. Consequently, changes in the number and value of client contracts, both net decreases as well as net increases, impact our revenues and other results over a period of several months.

Our primary operating expenses consist of cost of services and fulfillment, selling and marketing expenses, general and administrative expenses, depreciation, and amortization of intangible assets. Cost of services and fulfillment represents the costs associated with the production and delivery of our products and services, and it includes the costs of salaries, bonuses, and related benefits for research personnel, non-cash stock-based compensation expense and all associated editorial, travel, and support services. Selling and marketing expenses include salaries, employee benefits, travel expenses, non-cash stock-based compensation expense, promotional costs, sales commissions, and other costs incurred in marketing and selling our products and services. General and administrative expenses include the costs of the technology, operations, finance, and strategy groups and our other administrative functions, including salaries, bonuses, employee benefits and non-cash stock-based compensation expense. Overhead costs are allocated over these categories according to the number of employees in each group. Amortization of intangible assets represents the cost of amortizing acquired intangible assets such as customer relationships.

Deferred revenue, agreement value, client retention, dollar retention and enrichment are metrics we believe are important to understanding our business. We believe that the amount of deferred revenue, along with the agreement value of contracts to purchase research and advisory services, provide a significant measure of our business activity. Deferred revenue reflects billings in advance of revenue recognition as of the measurement date. We calculate agreement value as the total revenues recognizable from all research and advisory service contracts in force at a given time (but not including advisory-only contracts), without regard to how much revenue has already been recognized. No single client accounted for more than 2% of agreement value at September 30, 2008 or 2007. We calculate client retention as the number of client companies who renewed with memberships during the most recent twelve-month period as a percentage of those that would have expired during the same period. We calculate dollar retention as a percentage of the dollar value of all client membership contracts renewed during the most recent twelve-month period to the total dollar value of all client membership contracts that expired during the period. We calculate enrichment as a percentage of the dollar value of client membership contracts renewed during the period to the dollar value of the corresponding expiring contracts. Client retention, dollar retention, and enrichment are not necessarily indicative of the rate of future retention of our revenue base. A summary of our key metrics is as follows:

	As of September 30,		Absolute	Percentage
	2008	2007	Increase	Increase
Deferred Revenue (dollars in millions)	$ 98.1	$ 85.2	$12.9	15%
Agreement Value (dollars in millions)	$216.2	$177.6	$38.6	22%
Client Retention	77%	72%	5	7%
Dollar Retention	87%	84%	3	4%
Enrichment	108%	105%	3	3%
Number of clients	2,718	2,407	311	13%

The increase in deferred revenue and agreement value from September 30, 2007 to September 30, 2008 is primarily due to increases in the number of clients and in the average contract size of research only contracts as well as to the acquisition of JupiterResearch in July 2008 which accounted for $3.7 million of deferred revenue, $14.2 million of agreement value and 130 net new clients at September 30, 2008. The average contract size for annual memberships for research only contracts at September 30, 2008 was approximately $45,400, an increase of 6% from $43,000 at September 30, 2007. Client retention, dollar retention and enrichment all increased year over year primarily due to increased demand for our products, reduced discounting and increased prices.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

Management s discussion and analysis of financial condition and results of operations are based upon our consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America (GAAP). The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities. On an ongoing basis, we evaluate our policies and estimates, including but not limited to, those related to our revenue recognition, non-cash stock-based compensation, allowance for doubtful accounts, non-marketable investments, goodwill and other intangible assets, taxes and valuation and impairment of available for sale securities. Management bases its estimates on historical experience and various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

We consider the following accounting policies to be those that require the most subjective judgment or those most important to the portrayal of our financial condition and results of operations. If actual results differ significantly from management s estimates and projections, there could be a material effect on our financial statements. This is not a comprehensive list of all of our accounting policies. In many cases, the accounting treatment of a particular transaction is specifically dictated by GAAP, with no need for management s judgment in its application. There are also areas in which management s judgment in selecting any available alternative would not produce a materially different result. For further discussion of the application of these and our other accounting policies, see Management s Discussion and Analysis of Financial Condition and Results of Operations and the notes to consolidated financial statements in our 2007 10-K.

REVENUE RECOGNITION. We generate revenues from licensing research, performing advisory services, hosting events and selling annual memberships. We execute contracts that govern the terms and conditions of each arrangement. Revenues from contracts that contain multiple deliverables are allocated among the separate units based on their relative fair values; however, the amount recognized is limited to the amount that is not contingent on future performance conditions. Research service revenues are recognized ratably over the term of the agreement. Advisory service revenues are recognized during the period in which the customer receives the agreed upon deliverable. Revenues from Forrester teleconferences and reimbursed out of pocket expenses are recorded as advisory service revenues. Event revenues are recognized upon completion of the events. Annual memberships which include access to our research, unlimited phone or email analyst inquiry, unlimited participation in Forrester s teleconferences, and the right to attend one event, are accounted for as one unit of accounting and recognized ratably as research services revenue over the membership period. We offer our clients a money back guarantee, which gives them the right to cancel their contracts prior to the end of the contract term. For contracts that are terminated during the contract term, refunds would be issued for unused products or services. Furthermore, our revenue recognition determines the timing of commission expenses that are deferred and recorded as expense as the related revenue is recognized. We evaluate the recoverability of deferred commissions at each balance sheet date.

NON-CASH STOCK-BASED COMPENSATION. Statement of Financial Accounting Standards (SFAS) No. 123 (revised 2004), Share-Based Payment (SFAS No. 123R) requires the recognition of the fair value of stock-based compensation in net income. To determine the fair value of stock- based compensation, SFAS No. 123R requires significant judgment and the use of estimates, particularly surrounding assumptions such as stock price volatility and expected option lives and forfeiture rates. The assumptions used in calculating the fair value of share-based awards represent management s best estimates, but these estimates involve inherent uncertainties and the application of management judgment. As a result, if circumstances change and we use different assumptions, our stock-based compensation expense could be materially different in the future.

The development of an expected life assumption involves projecting employee exercise behaviors (expected period between stock option vesting dates and stock option exercise dates). We are also required to estimate future forfeitures for recognition of stock-based compensation expense. We will record additional expense if the actual forfeitures are lower than estimated and will record a recovery of prior expense if the actual forfeitures are higher than estimated. The actual expense recognized over the vesting period will only be for those shares that vest. If our actual forfeiture rate is materially different from our estimate, the actual stock-based compensation expense could be significantly different from what we have recorded in the current period.

ALLOWANCE FOR DOUBTFUL ACCOUNTS. We maintain an allowance for doubtful accounts for estimated losses resulting from the inability of our customers to make contractually obligated payments that totaled approximately $564,000 as of September 30, 2008. Management specifically analyzes accounts receivable and historical bad debts, customer concentrations, current economic trends, and changes in our customer payment terms when evaluating the adequacy of the allowance for doubtful accounts. If the financial condition of our customers were to deteriorate, resulting in an impairment of their ability to make payments, additional allowances may be required, and if the financial condition of our customers were to improve, the allowances may be reduced accordingly.

NON-MARKETABLE INVESTMENTS. We hold minority interests in technology-related companies and equity investment funds. These investments are in companies that are not publicly traded, and, therefore, because no established market for these securities exists, the estimate of the fair value of our investments requires significant judgment. We have a policy in place to review the fair value of our investments on a regular basis to evaluate the carrying value of the investments in these companies which consists primarily of reviewing the investee s revenue and earnings trends relative to predefined milestones and overall business prospects. We record impairment charges when we believe that an investment has experienced a decline in value that is other than temporary. Future adverse changes in market conditions or poor operating results of underlying investments could result in losses or an inability to recover the carrying value of the investments that may not be reflected in an investment s current carrying value, thereby possibly requiring an impairment charge in the future.

GOODWILL AND INTANGIBLE ASSETS AND OTHER LONG-LIVED ASSETS. We have goodwill and identified intangible assets with finite lives related to our acquisitions. SFAS No. 142, Goodwill and Other Intangible Assets, requires that goodwill and intangible assets with indefinite lives no longer be amortized but instead be measured for impairment at least annually or whenever events indicate that there may be an impairment. In order to determine if an impairment exists, we compare the reporting unit s carrying value to the reporting unit s fair value. Determining the reporting unit s fair value requires us to make estimates on market conditions and operational performance. Absent an event that indicates a specific impairment may exist, we have selected November 30th as the date of performing the annual goodwill impairment test. As of September 30, 2008, we believe that the carrying value of our goodwill is not impaired. Future events could cause us to conclude that impairment indicators exist and that goodwill associated with our acquired businesses is impaired. Any resulting impairment loss could have a material adverse impact on our financial condition and results of operations.

Intangible assets with finite lives are valued according to the future cash flows they are estimated to produce. These assigned values are amortized on an accelerated basis which matches the periods those cash flows are estimated to be produced. Tangible assets with finite lives consist of property and equipment, which are depreciated and amortized over their estimated useful lives. We continually evaluate whether events or circumstances have occurred that indicate that the estimated remaining useful life of our identifiable intangible and long-lived tangible assets may warrant revision or that the carrying value of these assets may be impaired. To compute whether intangible assets have been impaired, the estimated undiscounted future cash flows for the estimated remaining useful life of the assets are compared to the carrying value. To the extent that the future cash flows are less than the carrying value, the assets are written down to the estimated fair value of the asset.

INCOME TAXES. We have deferred tax assets related to temporary differences between the financial statement and tax bases of assets and liabilities as well as operating loss carryforwards (primarily from stock option exercises and the acquisition of Giga Information Group, Inc. in 2003). In assessing the realizability of deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred tax assets will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences become deductible and before the carryforwards expire. Although realization is not assured, based upon the level of our historical taxable income and projections for our future taxable income over the periods during which the deferred tax assets are deductible and the carryforwards expire, management believes it is more likely than not that we will realize the benefits of

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these deferred tax assets. The amount of the deferred tax asset considered realizable, however, could be reduced if our estimates of future taxable income during the carry-forward periods are incorrect.
Effective January 1, 2007, we adopted FASB Interpretation No. (FIN) 48, Accounting for Uncertainty in Income Taxes (FIN 48). FIN 48 clarifies the accounting for uncertainty in income taxes recognized in an enterprise s financial statements in accordance with SFAS No. 109 , Accounting for Income Taxes (SFAS 109). The impact of the adoption of FIN 48 is discussed in Note 1 to our interim consolidated financial statements.

VALUATION AND IMPAIRMENT OF AVAILABLE-FOR-SALE SECURITIES. The fair value of our available for sale securities is generally determined from quoted market prices received from pricing services based upon market transactions at fair value. We also have investments in auction rate securities collateralized by student loans and municipal debt. As of September 30, 2008, we held approximately $45.9 million of municipal bonds, classified as long-term assets, with an auction reset feature (auction rate securities or ARS) whose underlying assets are generally student loans which are substantially backed by the federal government. In February 2008, auctions began to fail for these securities. Effective January 1, 2008, we are determining the fair market values of our financial instruments based on the fair value hierarchy established in SFAS No. 157, Fair Value Measurements , which requires an entity to maximize the use of observable inputs (Level 1 and Level 2 inputs) and minimize the use of unobservable inputs (Level 3 inputs) when measuring fair value. Given the current failures in the auction markets to provide quoted market prices of the securities as well as the lack of any correlation of these instruments to these observable market data, we valued these securities using a discounted cash flow methodology with the most significant input categorized as Level 3. Significant inputs that went into the model were the credit quality of the issuer, the percentage and the types of guarantees (such as Federal Family Education Loan Program FFELP), the probability of the auction succeeding or the security being called, and an illiquidity discount factor. Changes in the assumptions of our model based on dynamic market conditions could have a significant impact on the valuation of these securities, which may lead us in the future to take an impairment charge for these securities.

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RESULTS OF OPERATIONS

The following table sets forth selected items in our statement of income as a percentage of total revenues for the periods indicated:

	THREE MONTHS ENDED SEPTEMBER 30,		NINE MONTHS ENDED SEPTEMBER 30,	
	2008	2007	2008	2007
Research services	68%	64%	64%	63%
Advisory services and other	32	36	36	37
Total revenues	100	100	100	100
Cost of services and fulfillment	37	36	37	39
Selling and marketing	34	35	34	34
General and administrative	13	14	13	15
Depreciation	2	2	2	2
Amortization of intangible assets		1		1
Income from operations	14	12	14	9
Other income, net	3	4	3	4
Gains (impairments) from non-marketable investments, net			1	(1)
Income from continuing operations before income tax provision	17	16	18	12
Income tax provision	6	3	7	3
Net income	11%	13%	11%	9%

THREE MONTHS ENDED SEPTEMBER 30, 2008 AND SEPTEMBER 30, 2007

REVENUES.

	THREE MONTHS ENDED SEPTEMBER 30,		Absolute Increase (Decrease)	Percentage Increase (Decrease)
	2008	2007		
Revenues (in millions)	$ 59.5	$ 51.1	8.4	16%
Revenues from research services (in millions)	$ 40.3	$ 32.9	7.4	22%
Advisory services and other revenues (in millions)	$ 19.2	$ 18.2	1.0	5%
Revenues attributable to customers outside of the United States (in millions)	$ 16.6	$ 14.6	2.0	14%
Revenues attributable to customers outside of the United States as a percentage of total revenues	28%	29%	(1)	(3)%
Number of clients (at end of period)	2,718	2,407	311	13%
Number of research employees (at end of period)	410	331	79	24%
Number of events	2	2		

The increase in total revenues, in research services revenues and in international revenues is primarily due to an increase in the number of clients, which resulted primarily from an increase in sales personnel, reduced discounting and increased prices. The acquisition of JupiterResearch closed on July 31, 2008 and, as such, JupiterResearch s operations have been included in the consolidated financial statements since July 31, 2008 resulting in additional

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total revenues of $1.8 million during the three months ended September 30, 2008. No single client company accounted for more than 2% of revenues during the three months ended September 30, 2008 or 2007.
The increase in advisory services and other revenues is primarily attributable to increased research personnel available to deliver advisory services. The decrease in advisory services and other revenues as a percentage of total revenues is primarily attributable to our focus on increasing sales of research services.
The decrease in international revenues as a percentage of total revenues is primarily attributable to demand for our products and services growing at a faster rate domestically than internationally.
COST OF SERVICES AND FULFILLMENT.

	THREE MONTHS ENDED SEPTEMBER 30, 2008	THREE MONTHS ENDED SEPTEMBER 30, 2007	Absolute Increase	Percentage Increase
Cost of services and fulfillment (in millions)	$21.8	$18.6	3.2	17%
Cost of services and fulfillment as a percentage of total revenues	37%	36%	1	3%
Number of research and fulfillment employees (at end of period)	501	405	96	24%

The increase in cost of services and fulfillment in dollars as well as a percentage of revenues is primarily attributable to increased compensation and benefits costs resulting from an increase in the number of research and fulfillment employees, including as a result of the acquisition of JupiterResearch.
SELLING AND MARKETING.

	THREE MONTHS ENDED SEPTEMBER 30, 2008	THREE MONTHS ENDED SEPTEMBER 30, 2007	Absolute Increase (Decrease)	Percentage Increase (Decrease)
Selling and marketing expenses (in millions)	$20.3	$17.9	2.4	13%
Selling and marketing expenses as a percentage of total revenues	34%	35%	(1)	(3)%
Number of selling and marketing employees (at end of period)	415	365	50	14%

The increase in selling and marketing expenses in dollars is primarily attributable to increased compensation and benefits costs resulting from an increase in the number of selling and marketing employees, including as a result of the acquisition of JupiterResearch. The decrease in selling and marketing expenses as a percentage of total revenues is primarily attributable to an increased revenue base.
GENERAL AND ADMINISTRATIVE.

	THREE MONTHS ENDED SEPTEMBER 30, 2008	THREE MONTHS ENDED SEPTEMBER 30, 2007	Absolute Increase (Decrease)	Percentage Increase (Decrease)
General and administrative expenses (in millions)	$ 7.5	$ 7.0	0.5	7%
General and administrative expenses as a percentage of total revenues	13%	14%	(1)	(7)%
	152	135	17	13%

Number of general and administrative employees (at end of period)

The increase in general and administrative expenses in dollars is primarily attributable to increased compensation and benefits costs resulting from an increase in the number of general and administrative employees, including as a result of the acquisition of JupiterResearch. The decrease in general and administrative expenses as a percentage of total revenues is primarily attributable to an increased revenue base.

DEPRECIATION. Depreciation expense remained consistent at $1.0 million for the three months ended September 30, 2008 compared to the three months ended September 30, 2007.

AMORTIZATION OF INTANGIBLE ASSETS. Amortization of intangible assets decreased 4% to $282,000 in the three months ended September 30, 2008 from $293,000 in the three months ended September 30, 2007. The decrease in amortization expense is attributable to the accelerated method we are using to amortize our acquired intangible assets according to the expected cash flows to be received from these assets offset by an increase in amortization expense as a result of the amortization of intangible assets from the acquisition of JupiterResearch on July 31, 2008.

OTHER INCOME, NET. Other income, net, consisting primarily of interest income, decreased 33% to $1.4 million in the three months ended September 30, 2008 from $2.2 million in the three months ended September 30, 2007. The decrease is primarily due to lower returns on invested capital.

GAINS (IMPAIRMENTS) FROM SECURITIES AND NON-MARKETABLE INVESTMENTS, NET. Gains on distributions from non-marketable investments totaled $26,000 and $98,000 in the three months ended September 30, 2008 and 2007, respectively.

PROVISION FOR INCOME TAXES. During the three months ended September 30, 2008, we recorded an income tax provision of approximately $3.7 million, which reflected an effective tax rate of 37%. During the three months ended September 30, 2007, we recorded an income tax provision of approximately $1.7 million, which reflected an effective tax rate of 20%. The increase in our effective tax rate for fiscal year 2008 resulted primarily from a decrease in tax exempt interest income as a percentage of total pre-tax income, an increase in state taxes, and an increase in foreign taxes in 2008 as compared to 2007.

NINE MONTHS ENDED SEPTEMBER 30, 2008 AND SEPTEMBER 30, 2007

REVENUES.

	NINE MONTHS ENDED SEPTEMBER 30, 2008	NINE MONTHS ENDED SEPTEMBER 30, 2007	Absolute Increase (Decrease)	Percentage Increase (Decrease)
Revenues (in millions)	$178.0	$153.6	24.4	16%
Revenues from research services (in millions)	$114.1	$ 96.3	17.8	18%
Advisory services and other revenues (in millions)	$ 63.8	$ 57.3	6.5	11%
Revenues attributable to customers outside of the United States (in millions)	$ 50.3	$ 44.9	5.4	12%
Revenues attributable to customers outside of the United States as a percentage of total revenues	28%	29%	(1)	(3)%
Number of clients (at end of period)	2,718	2,407	311	13%
Number of research employees (at end of period)	410	331	79	24%
Number of events	9	7	2	29%

The increase in total revenues and in research services revenues is primarily due to an increase in the number of clients, which resulted primarily from an increase in sales personnel, favorable exchange rates, reduced discounting and increased prices. Excluding the impact of exchange rates, revenues would have increased by 14%. The acquisition of JupiterResearch closed on July 31, 2008 and, as such, JupiterResearch s operations have been included in the consolidated financial statements since July 31, 2008 resulting in additional total revenues of $1.8 million in 2008. No single client company accounted for more than 2% of revenues during the nine months ended September 30, 2008 or 2007.

The increase in advisory services and other revenues is primarily attributable to increased research personnel available to deliver advisory services as well as to an increase in event sponsorship and attendance. The decrease in advisory services and other revenues as a percentage of total revenues is primarily attributable to our focus on increasing sales of research services.
The increase in international revenues is primarily due to favorable exchange rates. The decrease in international revenues as a percentage of total revenues is primarily attributable to demand for our products and services growing at a faster rate domestically than internationally.
COST OF SERVICES AND FULFILLMENT.

	NINE MONTHS ENDED SEPTEMBER 30, 2008	NINE MONTHS ENDED SEPTEMBER 30, 2007	Absolute Increase (Decrease)	Percentage Increase (Decrease)
Cost of services and fulfillment (in millions)	$65.8	$60.1	5.7	9%
Cost of services and fulfillment as a percentage of total revenues	37%	39%	(2)	(5)%
Number of research and fulfillment employees (at end of period)	501	405	96	24%

The increase in cost of services and fulfillment in dollars is primarily attributable to increased compensation and benefits costs resulting from an increase in the number of research and fulfillment employees, including as a result of the acquisition of JupiterResearch. The decrease in cost of services and fulfillment as a percentage of total revenues is primarily attributable to an increased revenue base.
SELLING AND MARKETING.

	NINE MONTHS ENDED SEPTEMBER 30, 2008	NINE MONTHS ENDED SEPTEMBER 30, 2007	Absolute Increase	Percentage Increase
Selling and marketing expenses (in millions)	$60.1	$52.8	7.3	14%
Selling and marketing expenses as a percentage of total revenues	34%	34%		
Number of selling and marketing employees (at end of period)	415	365	50	14%

The increase in selling and marketing expenses in dollars is primarily attributable to increased compensation and benefits costs resulting from an increase in the number of selling and marketing employees, including as a result of the acquisition of JupiterResearch.
GENERAL AND ADMINISTRATIVE.

	NINE MONTHS ENDED SEPTEMBER 30, 2008	NINE MONTHS ENDED SEPTEMBER 30, 2007	Absolute Increase	Percentage Increase
General and administrative expenses (in millions)	$22.9	$22.5	0.4	2%
General and administrative expenses as a percentage of total revenues	13%	15%	(2)	(14)%
Number of general and administrative employees (at end of period)	152	135	17	13%

The increase in general and administrative expenses in dollars is primarily attributable to increased compensation and benefits costs resulting from an increase in the number of general and administrative employees, including as a result of the acquisition of JupiterResearch. The decrease in general and administrative expenses as a percentage of total revenues is primarily attributable to an increased revenue base.

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DEPRECIATION. Depreciation expense increased 3% to $3.0 million in the nine months ended September 30, 2008 from $2.9 million in the nine months ended September 30, 2007. The increase is primarily attributable to depreciation expense related to computer and software purchases.

AMORTIZATION OF INTANGIBLE ASSETS. Amortization of intangible assets decreased 51% to $476,000 in the nine months ended September 30, 2008 from approximately $1.0 million in the nine months ended September 30, 2007. The decrease in amortization expense is attributable to the accelerated method we are using to amortize our acquired intangible assets according to the expected cash flows to be received from these assets offset by an increase in amortization expense as a result of the amortization of intangible assets from the acquisition of JupiterResearch on July 31, 2008.

OTHER INCOME, NET. Other income, net, consisting primarily of interest income, decreased 15% to approximately $5.2 million in the nine months ended September 30, 2008 from approximately $6.2 million in the nine months ended September 30, 2007. The decrease is primarily due to lower returns on invested capital.

GAINS (IMPAIRMENTS) FROM SECURITIES AND NON-MARKETABLE INVESTMENTS, NET. Net gains from non-marketable investments totaled approximately $79,000 for the nine months ended September 30, 2008. Net impairments from non-marketable investments totaled approximately $1.7 million for the nine months ended September 30, 2007. During the nine months ended September 30, 2008 we sold the remaining 106,000 shares of comScore, receiving proceeds of approximately $2.3 million and recording a gain of approximately $2.0 million related to the sale.

PROVISION FOR INCOME TAXES. During the nine months ended September 30, 2008, we recorded an income tax provision of approximately $12.9 million, which reflected an effective tax rate of 39%. During the nine months ended September 30, 2007, we recorded an income tax provision of approximately $5.5 million, which reflected an effective tax rate of 29%. The increase in our effective tax rate for fiscal year 2008 resulted primarily from a decrease in tax exempt interest income as a percentage of total pre-tax income, an increase in state taxes, and an increase in foreign taxes in 2008 as compared to 2007.

LIQUIDITY AND CAPITAL RESOURCES

We have financed our operations primarily through funds generated from operations. Memberships for research services, which constituted approximately 64% of our revenues during the nine months ended September 30, 2008, are annually renewable and are generally payable in advance. We generated cash from operating activities of $40.4 million and $29.2 million during the nine months ended September 30, 2008 and 2007, respectively. The increase in cash provided from operations is primarily attributable to improved net income and an increase in cash provided by accounts receivable.

During the nine months ended September 30, 2008, we generated $36.7 million of cash from investing activities, consisting primarily of $62.2 million generated from net sales of available-for-sale securities offset by $23.4 million for the purchase of JupiterResearch. During the nine months ended September 30, 2007, we used $29.3 million of cash in investing activities, consisting primarily of $27.1 million used in net purchases of available-for-sale securities. We regularly invest excess funds in short and intermediate-term interest-bearing obligations of investment grade.

In June 2000, we committed to invest $20.0 million in two technology-related private equity investment funds over an expected period of five years. As of September 30, 2008, we had contributed approximately $19.5 million to the funds. The timing and amount of future contributions are entirely within the discretion of the investment funds. In July 2000, we adopted a cash bonus plan to pay bonuses, after the return of invested capital, measured by the proceeds of a portion of the share of net profits from these investments, if any, to certain key employees who must remain employed with us at the time any bonuses become payable under the plan, subject to the terms and conditions of the plan. The principal purpose of this cash bonus plan was to retain key employees by allowing them to participate in a portion of the potential return from Forrester s technology-related investments if they remained employed by the Company. The plan was established at a time when technology and internet companies were growing significantly, and providing incentives to retain key employees during that time was important. To date, we have not paid any bonuses under this plan.

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We used $3.5 million in cash from financing activities during the nine months ended September 30, 2008 and we generated $811,000 in cash from financing activities during the nine months ended September 30, 2007. The decrease in cash provided from financing activities is primarily attributable to an increase in purchases of our stock pursuant to our stock repurchase program, offset by an increase in proceeds from exercises of employee stock options.

Through 2008, our Board of Directors authorized an aggregate $150.0 million to purchase common stock under the stock repurchase program. During the nine months ended September 30, 2008, we repurchased approximately 903,000 shares of common stock at an aggregate cost of approximately $26.1 million. No shares were repurchased during the nine months ended September 30, 2007. As of September 30, 2008, we had cumulatively repurchased approximately 5.9 million shares of common stock at an aggregate cost of approximately $116.5 million.

As of September 30, 2008, we held approximately $45.9 million of state and municipal bonds with an auction reset feature (auction rate securities or ARS) whose underlying assets are generally student loans which are substantially backed by the federal government. In February 2008, auctions began to fail for these securities. Based on current market conditions, it is likely that auction failures will continue that could result in either temporary or other-than-temporary impairments of the ARS holdings. We have the ability and intent to hold these securities until a successful auction occurs and the ARSs are liquidated at par value. Further, as the funds associated with the ARSs may not be accessible for in excess of twelve months because of continued failed auctions or the inability to find a buyer outside of the auction process, these securities were classified as long-term assets in the consolidated balance sheet as of September 30, 2008. Based on our expected operating cash flows and our other sources of cash, we do not anticipate the current lack of liquidity on these investments will affect our ability to execute our current business plan.

As of September 30, 2008, we had cash and cash equivalents of $124.9 million and available-for-sale securities of $129.2 million. We do not have a line of credit and do not anticipate the need for one in the foreseeable future. We plan to continue to introduce new products and services and expect to make minimal investments in our infrastructure during the next 12 months. We believe that our current cash balance, available-for-sale securities, and cash flows from operations will satisfy working capital, financing activities, and capital expenditure requirements for at least the next two years.

As of September 30, 2008, we had future contractual obligations as follows*:

		FUTURE PAYMENTS DUE BY YEAR						
CONTRACTUAL OBLIGATIONS*	**TOTAL**	**2008**	**2009**	**2010**	**2011**	**2012**	**2013**	**Thereafter**
				(IN THOUSANDS)				
Operating leases	$ 30,257	$ 2,674	$ 10,168	$ 9,369	$ 5,747	$ 914	$ 449	$ 936

* The above table does not include future minimum rentals to be received under subleases of $33,000. The above table also does not include the remaining $500,000 of capital commitments to the private equity funds

described above due to the uncertainty as to the timing of capital calls made by such funds.

We do not maintain any off-balance sheet financing arrangements.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The following discussion about our market risk disclosures involves forward-looking statements. Actual results could differ materially from those projected in the forward-looking statements. We are exposed to market risk related to changes in interest rates and foreign currency exchange rates. We do not use derivative financial instruments for speculative or trading purposes.

INTEREST RATE AND MARKET RISK. We maintain an investment portfolio consisting mainly of federal, state and municipal government obligations and corporate obligations. With the exception of the ARSs described below, all investments mature within 3 years. These available-for-sale securities are subject to interest rate risk and will

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decline in value if market interest rates increase. We have the ability to hold our fixed income investments until maturity (except for any future acquisitions or mergers). Therefore, we would not expect our operating results or cash flows to be affected to any significant degree by a sudden change in market interest rates on our securities portfolio.
The following table provides information about our investment portfolio. For investment securities, the table presents principal cash flows and related weighted-average interest rates by expected maturity dates.
Principal amounts by expected maturity in U.S. dollars are as follows (in thousands):

	FAIR VALUE AT SEPTEMBER 30, 2008	FY 2008	FY 2009	FY 2010	FY 2011
Cash equivalents	$ 18,900	$ 18,900	$	$	$
Weighted average interest rate	1.97%	1.97%			
State and municipal agency obligations	$ 116,758	$ 45,245	$39,807	$29,199	$2,507
Federal agency and corporate obligations	$ 82,823	$ 70,388	$ 691	$10,744	$1,000
Total Investments	$ 199,581	$115,633	$40,498	$39,943	$3,507
Weighted average interest rate	2.94%	2.75%	3.46%	3.03%	2.94%
Total portfolio	$ 218,481	$134,532	$40,498	$39,944	$3,507
Weighted average interest rate	2.86%	2.64%	3.46%	3.03%	2.94%

Approximately $70.4 million of the federal agency and corporate obligations was reflected in cash and cash equivalents at September 30, 2008 as the original maturities at the time of purchase for these investments was 90 days or less.
As of September 30, 2008, we held approximately $45.9 million of municipal bonds, classified as long-term assets, with an auction reset feature (auction rate securities or ARS) whose underlying assets are generally student loans which are substantially backed by the federal government. In February 2008, auctions began to fail for these securities. Effective January 1, 2008, we determined the fair market values of our financial instruments based on the fair value hierarchy established in SFAS 157 which requires an entity to maximize the use of observable inputs (Level 1 and Level 2 inputs) and minimize the use of unobservable inputs (Level 3 inputs) when measuring fair value. Given the current failures in the auction markets to provide quoted market prices of the securities as well as the lack of any correlation of these instruments to these observable market data, we valued these securities using a discounted cash flow methodology with the most significant input categorized as Level 3. Significant inputs that went into the model were the credit quality of the issuer, the percentage and the types of guarantees (such as Federal Family Education Loan Program FFELP), the probability of the auction succeeding or the security being called, and an illiquidity discount factor. Changes in the assumptions of our model based on dynamic market conditions could have a significant impact on the valuation of these securities, which may lead us in the future to take an impairment charge for these securities.
FOREIGN CURRENCY EXCHANGE. On a global level, we face exposure to movements in foreign currency exchange rates. This exposure may change over time as business practices evolve and could have a material adverse impact on our results of operations. To date, the effect of changes in currency exchange rates has not had a significant impact on our financial position or our results of operations. Accordingly, we have not entered into any hedging agreements. However, we are prepared to hedge against fluctuations that the Euro, or other foreign currencies, will have on foreign exchange exposure if this exposure becomes material. As of September 30, 2008, the total assets related to non-U.S. dollar denominated currencies that are subject to foreign currency exchange risk were approximately $48.8 million.
ITEM 4. CONTROLS AND PROCEDURES

EVALUATION OF DISCLOSURE CONTROLS AND PROCEDURES

We maintain disclosure controls and procedures, as such term is defined under Securities Exchange Act Rule 13a-15(e), that are designed to ensure that information required to be disclosed in our Exchange Act reports is recorded, processed, summarized and reported within the time periods specified in the SEC s rules and forms, and that such information is accumulated and communicated to our management, including our principal executive officer and principal financial officer, as appropriate, to allow timely decisions regarding required disclosures. In designing and

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evaluating the disclosure controls and procedures, our management recognized that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives and our management necessarily was required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures. Our management, with the participation of our principal executive officer and principal financial officer, has evaluated the effectiveness of our disclosure controls and procedures as of September 30, 2008. Based upon their evaluation and subject to the foregoing, the principal executive officer and principal financial officer concluded that our disclosure controls and procedures were effective in ensuring that material information relating to the Company was made known to the principal executive officer and principal financial officer by others within our Company during the quarter ended September 30, 2008.

CHANGES IN INTERNAL CONTROL OVER FINANCIAL REPORTING

There was no change in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) that occurred during the quarter ended September 30, 2008 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

Through 2008, our Board of Directors has authorized an aggregate $150 million to purchase common stock under our stock repurchase program. The shares repurchased were used, among other things, in connection with Forrester s employee stock option and purchase plans. During each of the three months during the quarter ended September 30, 2008, we purchased the following number of shares of our common stock:

Period	**Total Number of Shares Purchased**	**Average Price Paid per Share**	**Maximum Dollar Value that May Yet Be Purchased Under the Stock Repurchase Program (in thousands)**
July 1 July 31		$	$ 39,542
August 1 August 31	36,100	$ 34.14	$ 38,310
September 1 September 30	144,100	$ 33.48	$ 33,485
	180,200	$ 33.61	$ 33,485

All purchases of our common stock were made under the stock repurchase program.

ITEM 6. EXHIBITS

31.1 Certification of the Principal Executive Officer

31.2 Certification of the Principal Financial Officer

32.1 Certification of the Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

32.2	Certification of the Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

FORRESTER RESEARCH, INC.

By: /s/ George F. Colony
George F. Colony
Chairman of the Board of Directors and Chief
Executive Officer (principal executive officer)

Date: November 7, 2008

By: /s/ Michael A. Doyle
Michael A. Doyle
Chief Financial Officer and Treasurer (principal
financial and accounting officer)

Date: November 7, 2008

Exhibit Index

Exhibit No.	Document
31.1	Certification of the Principal Executive Officer
31.2	Certification of the Principal Financial Officer
32.1	Certification of the Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Certification of the Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.