

FORRESTER RESEARCH INC

Form 10-Q

November 20, 2007

Table of Contents

FORM 10-Q

(MARK ONE)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934.
FOR THE QUARTERLY PERIOD ENDED SEPTEMBER 30, 2007
OR

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 No

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

Large accelerated filer Accelerated filer Non-accelerated filer

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

As of November 16, 2007, 23,076,966 shares of the registrant's common stock were outstanding.

FORRESTER RESEARCH, INC.
INDEX TO FORM 10-Q

	PAGE
<u>PART I. FINANCIAL INFORMATION</u>	
<u>ITEM 1. Financial Statements</u>	
<u>Consolidated Balance Sheets as of September 30, 2007 (Unaudited) and December 31, 2006</u>	4
<u>Consolidated Statements of Income for the Three and Nine Months Ended September 30, 2007 (Unaudited) and 2006 (Unaudited and As Restated)</u>	5
<u>Consolidated Statements of Cash Flows for the Nine Months Ended September 30, 2007 (Unaudited) and 2006 (Unaudited and As Restated)</u>	6
<u>Notes to Consolidated Financial Statements (As Restated)</u>	7
<u>ITEM 2. Management's Discussion and Analysis of Financial Condition and Results of Operations</u>	16
<u>ITEM 3. Quantitative and Qualitative Disclosures About Market Risk</u>	26
<u>ITEM 4. Controls and Procedures</u>	27
<u>ITEM 5. Other Information</u>	28
<u>PART II. OTHER INFORMATION</u>	
<u>ITEM 1. Legal Proceedings</u>	28
<u>ITEM 6. Exhibits</u>	29
<u>EX-31.1 Section 302 Certification of CEO</u>	
<u>EX-31.2 Section 302 Certification of CFO</u>	
<u>EX-32.1 Section 906 Certification of CEO</u>	
<u>EX-32.2 Section 906 Certification of CFO</u>	
<u>EX-99.1 Press Release dated November 19, 2007</u>	

Table of Contents

Explanatory Note

This Quarterly Report on Form 10-Q for the three and nine months ended September 30, 2007, contains restated financial information for the comparable periods of 2006. Previously filed quarterly reports on Form 10-Q have not been amended and should not be relied upon.

Table of ContentsPART I. FINANCIAL INFORMATION
ITEM 1. FINANCIAL STATEMENTSFORRESTER RESEARCH, INC.
CONSOLIDATED BALANCE SHEETS
(In thousands)

	SEPTEMBER 30, 2007 (UNAUDITED)	DECEMBER 31, 2006
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 40,820	\$ 39,157
Available-for-sale securities	198,562	168,676
Accounts receivable, net	35,729	59,727
Deferred commissions	7,901	10,117
Deferred income tax assets, net	14,717	13,592
Prepaid expenses and other current assets	10,558	7,610
Total current assets	308,287	298,879
Long-term assets:		
Property and equipment, net	6,641	5,611
Goodwill, net	53,527	53,171
Deferred income tax assets, net	5,323	11,335
Non-marketable investments	10,013	13,015
Intangible assets, net	539	1,517
Other assets	855	615
Total long-term assets	76,898	85,264
Total assets	\$ 385,185	\$ 384,143
LIABILITIES AND STOCKHOLDERS EQUITY		
Current liabilities:		
Accounts payable	\$ 2,531	\$ 2,878
Accrued expenses	23,520	29,852
Deferred revenue	85,238	99,875
Total current liabilities	111,289	132,605
Deferred income tax liability and non-current accrued income tax liability	6,068	6,633

Stockholders' equity:

Preferred stock, \$.01 par value

Authorized 500 shares Issued and outstanding-none

Common stock, \$.01 par value

Authorized 125,000 shares

Issued 27,929 and 27,884 shares as of September 30, 2007 and

December 31, 2006, respectively

Outstanding 23,090 and 23,045 shares as of September 30, 2007 and

December 31, 2006, respectively

Additional paid-in capital

Retained earnings

Treasury stock, at cost 4,839 shares as of September 30, 2007 and

December 31, 2006

Accumulated other comprehensive income (loss)

Total stockholders' equity

Total liabilities and stockholders' equity

279	279
276,880	270,306
75,862	62,766
(85,834)	(85,834)
641	(2,612)

267,828	244,905
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\$ 385,185	\$ 384,143
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The accompanying notes are an integral part of these consolidated financial statements.

Table of Contents

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

	THREE MONTHS ENDED SEPTEMBER 30, 2007		NINE MONTHS ENDED SEPTEMBER 30, 2007	
	2006		2006	
	(UNAUDITED)		(UNAUDITED)	
	(as restated)		(as restated)	
Revenues:				
Research services	\$ 32,945	\$ 29,690	\$ 96,312	\$ 84,280
Advisory services and other	18,190	14,384	57,325	48,245
Total revenues	51,135	44,074	153,637	132,525
Operating expenses:				
Cost of services and fulfillment	18,648	17,070	60,106	54,301
Selling and marketing	17,913	14,228	52,813	44,031
General and administrative	7,002	5,445	22,533	16,760
Depreciation	1,026	947	2,881	2,747
Amortization of intangible assets	293	474	978	1,598
Total operating expenses	44,882	38,164	139,311	119,437
Income from continuing operations	6,253	5,910	14,326	13,088
Other income:				
Other income, net	2,175	1,652	6,153	3,936
Gains (impairments) from non-marketable investments, net	98	98	(1,690)	305
Income from continuing operations before income tax provision	8,526	7,660	18,789	17,329
Income tax provision	1,729	2,828	5,460	7,511
Income from continuing operations	6,797	4,832	13,329	9,818
Discontinued operations:				
Income from discontinued operations, net of taxes		51		300
Gain on sale of discontinued operations, net of taxes		1,399		1,399
Net income	\$ 6,797	\$ 6,282	\$ 13,329	\$ 11,517
	\$ 0.29	\$ 0.21	\$ 0.58	\$ 0.45

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Basic net income per common share from continuing operations				
Basic net income per common share from discontinued operations	\$	\$ 0.07	\$	\$ 0.08
Basic net income per share	\$ 0.29	\$ 0.28	\$ 0.58	\$ 0.53
Diluted net income per common share from continuing operations	\$ 0.29	\$ 0.21	\$ 0.56	\$ 0.43
Diluted net income per common share from discontinued operations	\$	\$ 0.06	\$	\$ 0.08
Diluted net income per share	\$ 0.29	\$ 0.27	\$ 0.56	\$ 0.51
Basic weighted average common shares outstanding	23,072	22,637	23,067	21,937
Diluted weighted average common shares outstanding	23,667	23,428	23,749	22,693

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

Table of Contents

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

	NINE MONTHS ENDED	
	SEPTEMBER 30,	
	2007	2006
	(UNAUDITED)	
	(as restated)	
Cash flows from operating activities:		
Net income	\$ 13,329	\$ 11,517
Income from discontinued operations		(300)
Gain on disposal of discontinued operations, net		(1,399)
Income from continuing operations	13,329	9,818
Adjustments to reconcile net income to net cash provided by (used in) operating activities-		
Depreciation	2,881	2,747
Amortization of intangible assets	978	1,598
Impairments (gains) from non-marketable investments, net	1,690	(258)
Deferred income taxes	3,991	(316)
Non-cash stock-based compensation	5,763	5,209
Increase in provision for doubtful accounts	380	150
Amortization of premium on available-for-sale securities	473	631
Changes in assets and liabilities-		
Accounts receivable	24,147	21,816
Deferred commissions	2,216	1,725
Prepaid expenses and other current assets	(4,146)	(1,606)
Accounts payable	(338)	280
Accrued expenses	(6,116)	5,403
Deferred revenue	(16,053)	(11,389)
Net cash provided by continuing operations	29,195	35,808
Net cash provided by discontinued operations		326
Net cash provided by operating activities	29,195	36,134
Cash flows from investing activities:		
Purchases of property and equipment	(3,826)	(2,348)
Purchase of non-marketable investments		(300)
Proceeds from non-marketable investments	1,058	380
Proceeds from sale of discontinued operations	250	1,642
Decrease in other assets	26	403
Purchase of available-for-sale securities	(872,420)	(465,362)
Proceeds from sales and maturities of available-for-sale securities	845,631	388,916

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Net cash used in investing activities	(29,281)	(76,669)
Cash flows from financing activities:		
Proceeds from issuance of common stock	811	35,216
Tax benefits related to stock options		253
Acquisition of treasury stock		(12,307)
Net cash provided by financing activities	811	23,162
Effect of exchange rate changes on cash and cash equivalents	938	457
Net increase (decrease) in cash and cash equivalents	1,663	(16,916)
Cash and cash equivalents, beginning of period	39,157	48,538
Cash and cash equivalents, end of period	\$ 40,820	\$ 31,622
Supplemental disclosure of cash flow information:		
Cash paid for income taxes	\$ 3,428	\$ 1,891

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

Table of Contents

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 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. In this form 10-Q, the Company is restating its consolidated financial statements for the three and nine months ended September 30, 2006 for the matters more fully described in Note 2. It is recommended that these financial statements be read in conjunction with the consolidated financial statements and related notes that appear in the Annual Report of Forrester Research, Inc. (Forrester) as reported on Form 10-K for the year ended December 31, 2006. 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 three months ended September 30, 2007 may not be indicative of the results that may be expected for the year ended December 31, 2007, or any other period.

Stock-Based Compensation

Effective January 1, 2006, Forrester adopted the provisions of Statement of Financial Accounting Standards (SFAS) No. 123 (revised 2004), Share-Based Payment (SFAS No. 123R). All of Forrester s stock options are accounted for as equity instruments and Forrester has five equity plans required to be evaluated under SFAS No. 123R: two employee 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. Prior to January 1, 2006, Forrester followed Accounting Principles Board (APB) Opinion No. 25, *Accounting for Stock Issued to Employees* and related interpretations in accounting for its stock-based compensation.

Under the provisions of SFAS No. 123R, Forrester recorded approximately \$1.4 and \$1.5 million of stock-based compensation in the accompanying consolidated statements of income for the three months ended September 30, 2007 and 2006, respectively, and \$5.8 and \$5.2 million for the nine months ended September 30, 2007 and 2006, respectively, included in the following expense categories (in thousands):

	Three Months Ended September 30, 2007		Nine Months Ended September 30, 2007	
		2006		2006
		(as restated)		(as restated)
Cost of services and fulfillment	\$ 817	\$ 696	\$ 3,119	\$ 2,254
Selling and marketing	313	443	1,524	1,393
General and administrative	295	410	1,120	1,562
	\$ 1,425	\$ 1,549	\$ 5,763	\$ 5,209

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 will vest only if certain pro forma operating margin targets related to full year 2007 performance are achieved. The vesting of these options is over 24 or 36 months, or the options could be forfeited, depending on the actual pro forma operating margin achieved for 2007. As of September 30, 2007, operating performance was expected to result in the options vesting over 36 months and expense was recognized for the three months then ended assuming that vesting period. 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 two years for the year one vest, three years for the year two vest and four years for the year three vest to value these options. The expense related to these options is being recognized on a graded basis.

Table of Contents

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. During 2006, operating performance was expected to result in the options vesting over 36 months and expense was recognized for the interim reporting periods of 2006 assuming that vesting period. These options do not meet the criteria of plain vanilla options and therefore the simplified method for calculating the expected term of these options could not be used. 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 two years for the year one vest, three years for the year two vest and four years for the year three vest to value these options. The expense related to these options was recognized on a graded basis, with the Company recognizing in 2006 100 percent of the expense related to the first tranche that was expected to vest in year one, 50 percent of the expense related to the portion of the options that was expected to vest in year two, and 33 percent of the expense related to the portion of the options that was expected to vest in year three. The actual pro forma operating margin for 2006 resulted in accelerated vesting of the options over 24 months. The additional compensation expense associated with this accelerated vesting was recognized during the first quarter of 2007 and the unamortized compensation expense as of March 31, 2007, is being recognized over the remaining vesting period.

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. For the three months ended September 30, 2007, the weighted average fair values of the options granted under the stock options was \$8.48. The weighted-average fair values of the options granted under the stock option plans and shares subject to purchase under the employee stock purchase plan for the three months ended September 30, 2006 were \$12.14 and \$6.13, respectively. For the nine months ended September 30, 2007, the weighted average fair value of the options granted under the stock option plans was \$8.35. For the nine months ended September 30, 2006, the weighted average fair values of the options granted under the stock option plans and shares subject to purchase under the employee stock purchase plan were \$7.79 and \$4.78, respectively. The option period under the employee stock purchase plan that would have resulted in the purchase of shares at the end of June was terminated and as a result no compensation expense was recognized related to this period for the three and nine months ended September 30, 2007. The options granted under the stock option plans and shares subject to the employee stock purchase plan were valued using the following assumptions:

	3 Months Ended September 30, 2007	3 Months Ended September 30, 2006	
	Stock Option Plans	Stock Option Plans	Employee Stock Purchase Plan
Average risk-free interest rate	4.8%	5.1%	5.3%
Expected dividend yield	None	None	None
Expected life	3.5 Years	6.3 Years	0.5 Years
Expected volatility	35%	35%	26%
	9 Months Ended September 30, 2007	9 Months Ended September 30, 2006	
	Stock Option Plans	Stock Stock	Employee Stock

		Option Plans	Purchase Plan
Average risk-free interest rate	4.7%	4.8%	4.8%
Expected dividend yield	None	None	None
Expected life	3.2 Years	4.0 Years	0.5 Years
Expected volatility	35%	35%	24%

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.

Table of Contents

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 is higher than estimated.

The total intrinsic value of stock options exercised during the three and nine months ended September 30, 2007 was \$462,000. The total intrinsic value of stock options exercised during the three and nine months ended September 30, 2006, was \$4.2 and \$18.5 million, respectively. The unamortized fair value of stock options as of September 30, 2007 was \$7.3 million, with a weighted average remaining recognition period of 1.2 years.

The following table summarizes stock option activity under all stock option plans for the nine months ended September 30, 2007 (in thousands, except per share and average life data):

	Number of Shares	Weighted Average Exercise Price Per Share	Weighted Average Remaining Contractual Life (In Years)	Aggregate Intrinsic Value
Outstanding as of December 31, 2006	3,319	\$ 21.52		
Granted	499	28.10		
Exercised	(45)	17.99		
Cancelled	(142)	21.26		
Outstanding as of September 30, 2007	3,631	\$ 22.47	6.8	\$ 13,486
Exercisable as of September 30, 2007	2,182	\$ 20.59	5.6	\$ 11,248

In conjunction with the Financial Accounting Standards Board Staff Position No. FAS 123(R)-3, *Transition Election Related to Accounting for the Tax Effects of Share-Based Payment Awards*, the Company elected to adopt the alternative transition method for calculating the tax effects of stock-based compensation pursuant to SFAS No. 123R. The alternative transition method includes simplified methods to establish the beginning balance of the additional paid-in capital pool related to the tax effects of employee stock-based compensation, and to determine the subsequent effect on the additional paid-in capital pool and the statements of cash flows of the tax effects of employee stock-based compensation awards that were outstanding upon the adoption of SFAS No. 123R.

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, 2007.

In 2006, the Financial Accounting Standards Board (FASB) issued FASB Interpretation No. 48 (FIN 48), which clarifies the accounting for uncertainty in tax positions. FIN 48 requires that the Company recognize in its financial statements the impact of a tax position, only if that position is more likely than not of being sustained on audit, based on the technical merits of the position. The Company adopted the provisions of FIN 48 as of the beginning of 2007. As a result of the adoption of FIN 48, the Company recognized a net \$233,000 increase to reserves for income taxes, with a corresponding decrease to retained earnings, as of January 1, 2007.

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As of January 1, 2007, the total gross amount of reserves for income taxes, which is reported in deferred income tax liability and non-current accrued income tax liability in the consolidated balance sheet as of September 30, 2007, is \$506,000. Of that amount, \$392,000, if recognized, would affect the Company's effective tax rate. Any prospective adjustments to our reserves for income taxes will be recorded as an increase or decrease to provision for income taxes and would impact the effective tax rate. In addition, the Company accrues interest and any associated penalties

Table of Contents

related to reserves for income taxes in provision for income taxes. The gross amount of penalties and interest accrued as of January 1, 2007 is \$114,000. As of September 30, 2007, there were no changes to the Company's reserves for income taxes that were material to the Company's consolidated financial statements.

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. In the United Kingdom, the 2003 tax year is currently under audit and all subsequent years remain open. The Company does not anticipate the resolution of the 2003 tax year or open subsequent years will significantly impact the Company's consolidated financial statements.

NOTE 2 RESTATEMENT OF CONSOLIDATED FINANCIAL STATEMENTS AND STOCK OPTION INVESTIGATION

In its Annual Report on Form 10-K for the year ended December 31, 2006 (2006 10-K), the Company restated its Consolidated Balance Sheet as of December 31, 2005, and the related Consolidated Statements of Income, Stockholders' Equity and Comprehensive Income, and Cash Flows for each of the years ended December 31, 2005 and 2004 as well as the unaudited quarterly financial information for interim periods of 2006 and 2005. The restatement covered three separate matters: (1) the results of the inquiry into the Company's historical stock option granting practices (2) failure to properly account for the difference in the book and tax basis of goodwill related to a German acquisition in 2000 primarily due to a write-down of goodwill for tax purposes in 2002 and (3) failure to appropriately update management's estimate of the applicable pre-vesting forfeiture rate, which resulted in the recognition of excess stock-based compensation expense under SFAS No. 123R during 2006 interim periods. All of the 2006 information included in the financial statements included in this Quarterly Report on Form 10-Q reflects the aforementioned restatements. For the three and nine months ended September 30, 2006 the aforementioned restatements increased net income and income from continuing operations by approximately \$1.0 million and \$838,000, respectively. Total cumulative adjustments from the aforementioned restatements for the period from 1998 through December 31, 2006 decreased income from continuing operations and net income by \$47.0 and \$36.7 million, respectively. Footnote 16 to the consolidated financial statements included in the 2006 10-K contains restated financial information, including restated consolidated balance sheets and statements of income, as well as the effects of the restatement, for the first three quarters of 2006 and all of the interim periods of 2005.

As a result of the stock option investigation, the vesting and/or exercise of certain stock options that were granted on a discounted basis (exercise price is less than the fair market value of the stock on the date of grant) may be subject to Internal Revenue Code section 409A. In February 2007, the Company filed a notice of participation in the voluntary program described in Internal Revenue Service (IRS) Announcement 2007-18, called the *Compliance Resolution Program for Employees other than Corporate Insiders for Additional 2006 Taxes Arising under Section 409A due to the Exercise of Stock Rights*. The Company also participated in the similar program prescribed by the California Franchise Tax Board. Under these programs, employers pay the requisite additional tax and associated interest and penalties on behalf of employees (and former employees) who exercised discounted stock options in 2006. During 2007, Forrester paid a total of \$362,000 to the Internal Revenue Service and the California Franchise Tax Board under these programs.

During the three and nine months ended September 30, 2007, the Company incurred approximately \$808,000 and \$3.3 million, respectively, of fees related to the stock option investigation and the restatement of the Company's historical financial statements which have been recorded in the caption General and Administrative Expense. While the Company cannot quantify or estimate the amount or timing of all these fees throughout 2007 and into the future, the Company expects that these fees will primarily consist of legal fees, forensic accounting, tax advisory, and other

Table of Contents

professional services fees associated with the independent investigation, the restatement, and the SEC's inquiry into the Company's stock option granting practices.

NOTE 3 DISCONTINUED OPERATIONS

On September 26, 2006, Forrester completed the sale of its Ultimate Consumer Panel (UCP) product line to Lightspeed Online Research, Inc. for \$2.5 million in cash of which \$2.25 million was paid at the closing date subject to a working capital adjustment, with the remainder paid in June 2007. The sale resulted in a gain on the disposal of discontinued operations of \$1.4 million, net of \$1.0 million of taxes. The sale included the transfer of certain assets, including all UCP customer contracts, historical data, intellectual property, six employees, and licenses as well as certain liabilities arising in the normal course of business. Forrester sold the product line as it was no longer a fit with its core focus on broad, global business and consumer technology data.

In accordance with SFAS No. 144, Accounting for the Impairment or Disposal of Long-Lived Assets (SFAS No. 144), the financial results of the UCP product line are reported as discontinued operations for all periods presented. The UCP product line had revenues for the three months ended September 30, 2006 of \$537,000 and revenues for the nine months ended September 30, 2006 of \$1.8 million. Net income from the discontinued operations was \$51,000, net of \$33,000 of taxes, for the three months ended September 30, 2006 and \$300,000, net of \$204,000 of taxes, for the nine months ended September 30, 2006. The financial results of the UCP product line are reported as a single line item of

Income from discontinued operations, net of taxes for all periods presented. Net assets consisted primarily of accounts receivable and net liabilities consisted primarily of deferred revenue. The net assets and net liabilities of the discontinued operations were not separately stated on the December 31, 2006 balance sheet as management determined the amounts to be immaterial. The financial results of the UCP product line have been reflected as discontinued operations in the consolidated financial statements and related disclosures. The operating results of the UCP product line would have been included in the Marketing and Strategy operating segment (Note 10).

NOTE 4 INTANGIBLE ASSETS

A summary of Forrester's amortizable intangible assets as of September 30, 2007 is as follows:

	GROSS CARRYING AMOUNT	ACCUMULATED AMORTIZATION (IN THOUSANDS)	NET CARRYING AMOUNT
Amortizable intangible assets:			
Customer relationships	\$ 20,348	\$ 19,809	\$ 539
Research content	2,444	2,444	
Registered trademarks	570	570	
Subtotal	\$ 23,362	\$ 22,823	\$ 539

Amortization expense related to identifiable intangible assets was approximately \$293,000 and \$474,000 during the three months ended September 30, 2007 and 2006, respectively, and \$978,000 and \$1.6 million during the nine months ended September 30, 2007 and 2006, 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, 2007	\$ 310
Year ending December 31, 2008	229
Total	\$ 539

NOTE 5 REORGANIZATIONS

In November 2003, Forrester acquired the assets of GigaGroup S.A. (GigaGroup). In 2004, in connection with the integration of GigaGroup s operations, Forrester reduced its workforce by approximately 15 positions and vacated and subleased office space. In 2004, Forrester recorded reorganization charges of approximately \$2.5 million related

Table of Contents

to the workforce reduction, approximately \$4.7 million related to the excess of contractual lease commitments over the contracted sublease revenue and \$1.9 million related to the write-off of related leasehold improvements and furniture and fixtures.

The activity related to the January 2004 reorganization during the nine months ended September 30, 2007 is as follows:

	Accrued as of December 31, 2006	Cash Payments (IN THOUSANDS)	Accrued as of September 30, 2007
Workforce reduction	\$ 78	\$	\$ 78
Facility consolidation and other related costs	1,061	860	201
Total	\$ 1,139	\$ 860	\$ 279

The accrued costs related to the 2004 reorganizations are expected to be paid by December 31, 2007.

NOTE 6 NET INCOME PER COMMON SHARE

Basic net income per common share for the three and nine months ended September 30, 2007 and 2006 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, 2007 and 2006 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, 2007		NINE MONTHS ENDED SEPTEMBER 30, 2006	
	2006		2007	
	(IN THOUSANDS)			
	(as restated)		(as restated)	
Basic weighted average common shares outstanding	23,072	22,637	23,067	21,937
Weighted average common equivalent shares	595	791	682	756
Diluted weighted average shares outstanding	23,667	23,428	23,749	22,693

During the three and nine months ended September 30, 2007 and 2006, approximately 1.4 million and 1.0 million and 818,000 and 1.3 million stock options, respectively, were excluded from the calculation of diluted weighted average shares outstanding as the effect would have been anti-dilutive.

NOTE 7 COMPREHENSIVE INCOME

The components of total comprehensive income for the three and nine months ended September 30, 2007 and 2006 are as follows:

	THREE MONTHS ENDED	NINE MONTHS ENDED
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	SEPTEMBER 30, 2007	SEPTEMBER 30, 2006	SEPTEMBER 30, 2007	SEPTEMBER 30, 2006
	(IN THOUSANDS)			
		(as restated)		(as restated)
Unrealized gain on available-for-sale securities, net of taxes	\$ 903	\$ 131	\$ 3,477	\$ 236
Cumulative translation adjustment	134		(224)	(172)
Total other comprehensive income	\$ 1,037	\$ 131	\$ 3,253	\$ 64
Reported net income	6,797	6,282	13,329	11,517
Total comprehensive income	\$ 7,834	\$ 6,413	\$ 16,582	\$ 11,581

Table of Contents**NOTE 8 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, 2006, Forrester contributed approximately \$50,000 to these investment funds. No contributions were made during the three months ended September 30, 2007. During the nine months ended September 30, 2007 and 2006, Forrester contributed approximately \$113,000 and \$613,000 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 investee in excess of 5% and, accordingly, Forrester records its share of the investee's operating results each period. During the three and nine months ended September 30, 2007, gross distributions of \$175,000 and \$788,000, respectively, were recorded and resulted in gains of \$98,000 and \$469,000, respectively, in the consolidated statements of income. During the three and nine months ended September 30, 2006, gross distributions of \$175,000 and \$673,000, respectively, were recorded and resulted in gains of \$119,000 and \$488,000, respectively, in the consolidated statements of income.

During the nine months ended September 30, 2007, the Company recorded impairments of \$2.0 million. During the three months ended September 30, 2007, and the three and nine months ended September 30, 2006, there were no impairments recorded. During the three and nine months ended September 30, 2007 and 2006, fund management charges of approximately \$84,000 and \$253,000, respectively, were included in other income, net for each period in the consolidated statements of income, bringing the total cumulative fund management charges paid by Forrester to approximately \$2.9 million as of September 30, 2007. Fund management charges are recorded as a reduction of the investments' 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 two years in an annex fund of one of the two private equity investment funds. As of September 30, 2006, \$2.0 million had been contributed to the annex fund. The annex fund investment is outside of the scope of the bonus plan described above. 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 investee 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, 2007 there were no impairments recorded. During the nine months ended September 30, 2007, the Company recorded impairments of \$123,000. During the three and nine months ended September 30, 2006, Forrester recorded impairments \$20,000 and \$183,000, respectively.

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.

Table of Contents**NOTE 9 STOCK REPURCHASE**

In February 2005, the Board of Directors authorized the repurchase of up to an additional \$50.0 million of common stock. The shares repurchased may be used, among other things, in connection with Forrester's stock plans and for potential acquisitions. As of September 30, 2007, Forrester had repurchased approximately 4.8 million shares of common stock at an aggregate cost of approximately \$85.8 million. In October 2007, the Board of Directors authorized the repurchase of up to an additional \$50.0 million of the Company's common stock.

NOTE 10 OPERATING SEGMENT AND ENTERPRISE WIDE REPORTING

Through December 31, 2006, Forrester's operations were managed within the following three operating groups: (i) Americas, (ii) Europe, Middle East and Africa (EMEA) and (iii) Asia Pacific. As of January 1, 2007, Forrester was reorganized into three 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. Amounts included in the Other segment include the operations of shared European and emerging markets sales forces, shared events sales and production departments, client services and other shared services tasked with supporting the three client groups. 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, 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 making decisions in the allocation of resources.

The following tables present information about reportable segments. Segment information for the three and nine months ended September 30, 2006 has been restated to conform to the current year's presentation.

	IT	TI	M&S	Other	Consolidated
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	(8,203)	16,755
Corporate expenses					10,209
Amortization of intangible assets					293
Income from continuing operations					\$ 6,253
Three months ended September 30, 2006 (as restated)					
Revenue	\$ 19,109	\$ 14,102	\$ 9,661	\$ 1,202	\$ 44,074
Direct Margin	9,875	8,698	3,796	(5,593)	16,776
Corporate expenses					10,392
Amortization of intangible assets					474
Income from continuing operations					\$ 5,910

Table of Contents

	IT	TI	M&S	Other	Consolidated
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	(19,207)	55,853
Corporate expenses					40,549
Amortization of intangible assets					978
Income from continuing operations					\$ 14,326
Nine months ended September 30, 2006 (as restated)					
Revenue	\$ 56,416	\$ 41,635	\$ 28,523	\$ 5,951	\$ 132,525
Direct Margin	28,391	25,102	9,551	(15,198)	47,846
Corporate expenses					33,160
Amortization of intangible assets					1,598
Income from continuing operations					\$ 13,088

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

	THREE MONTHS ENDED SEPTEMBER 30, 2007		NINE MONTHS ENDED SEPTEMBER 30, 2007	
	2007	2006	2007	2006
	(IN THOUSANDS)			
		(as restated)		(as restated)
United States	\$ 36,532	\$ 31,581	\$ 108,741	\$ 93,480
Europe (excluding United Kingdom)	5,904	4,814	17,351	15,913
United Kingdom	3,553	3,379	12,157	10,044
Canada	2,873	2,217	8,651	6,453
Other	2,273	2,083	6,737	6,635
	\$ 51,135	\$ 44,074	\$ 153,637	\$ 132,525

	THREE MONTHS ENDED SEPTEMBER 30, 2007		NINE MONTHS ENDED SEPTEMBER 30, 2007	
	2007	2006	2007	2006
	(as restated)			
		(as restated)		(as restated)
United States	71%	72%	71%	71%
Europe (excluding United Kingdom)	12	11	11	12
United Kingdom	7	8	8	8
Canada	6	5	6	4

Other	4	4	4	5
	100%	100%	100%	100%

NOTE 11 AVAILABLE FOR-SALE INVESTMENT

Forrester owns common stock in ComScore Networks, Inc. (comScore), a provider of infrastructure services which utilizes proprietary technology to accumulate comprehensive information on consumer buying behavior. In June 2007, comScore completed an initial public offering of its common stock. As of September 30, 2007, the investment of approximately \$3.4 million, which is included in available-for-sale securities in the accompanying consolidated balance sheet, is stated at fair market value with any unrealized gains and losses reported as a component of accumulated other comprehensive income. As of September 30, 2007, approximately \$3.1 million of unrealized gain was recorded as a component of other comprehensive income.

Table of Contents

NOTE 12 RECENT ACCOUNTING PRONOUNCEMENTS

In September 2006, the FASB issued SFAS No. 157, Fair Value Measurements (SFAS No. 157), which establishes a framework for measuring fair value in generally accepted accounting principles, and expands disclosures about fair value measurements. The statement applies under other accounting pronouncements that require or permit fair value measurements. SFAS No. 157 is effective for fiscal years beginning after November 15, 2007; therefore the Company will begin to apply the standard in its fiscal year commencing January 1, 2008. The Company is in the process of evaluating the impact, if any, that SFAS No. 157 will have on its financial position or results of operations.

In February 2007, the FASB issued SFAS No. 159, The Fair Value Option for Financial Assets and Financial Liabilities Including an amendment of FASB Statement No. 115 (SFAS No. 159). SFAS No. 159 permits entities to choose to measure many financial instruments and certain other items at fair value at specified election dates. If the fair value option is elected, a business entity shall report unrealized gains and losses on elected items in earnings at each subsequent reporting date. Upon initial adoption of this Statement an entity is permitted to elect the fair value option for available-for-sale and held-to-maturity securities previously accounted for under SFAS No. 115,

Accounting for Certain Investments in Debt and Equity Securities . The effect of reclassifying those securities into the trading category should be included in a cumulative-effect adjustment of retained earnings and not in current-period earnings and should be separately disclosed. SFAS No. 159 is effective as of the beginning of the first fiscal year that begins after November 15, 2007. The Company has not yet determined the effect, if any, that the application of SFAS No. 159 will 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 similar 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

Table of Contents

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, 2007 or 2006. 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		Absolute	Percentage
	September 30,		Increase	Increase
	2007	2006	(Decrease)	(Decrease)
Deferred Revenue (in millions)	\$ 85.2	\$ 74.9	\$10.3	14%
Agreement Value (in millions)	\$177.6	\$158.7	\$18.9	12%
Client Retention	72%	79%	(7)	(9)%
Dollar Retention	84%	87%	(3)	(3)%
Enrichment	105%	110%	(5)	(5)%
Number of clients	2,407	2,273	134	6%

The increase in deferred revenue and agreement value from September 30, 2007 to September 30, 2006 is primarily due to increases in the number of clients and in the average contract size of research only contracts. The average contract size for annual memberships for research only contracts at September 30, 2007 was approximately \$43,000, an increase of 3% from \$41,800 at September 30, 2006. The client retention decrease reflects a greater proportion of new business contracts in 2006 than previously experienced, which historically, and in 2007, have renewed at lower rates. The decrease in client retention as well as in enrichment also reflects lower than historical renewal and enrichment rates in Europe and Asia Pacific due in part to organizational re-alignment

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 and taxes. 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

Table of Contents

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 2006 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. Effective January 1, 2006, we adopted the provisions of Statement of Financial Accounting Standards (SFAS) No. 123 (revised 2004), Share-Based Payment (SFAS No. 123R). Prior to SFAS No. 123R adoption, we accounted for share-based payments under APB No. 25. 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.

We determined the actual measurement dates for historical stock option grants using the approach described in the Explanatory Note on page 2 of the 2006 10-K and in footnote 2 to the consolidated financial statements included in the 2006 10-K. The use of a different approach could have resulted in different measurement dates, with exercise

prices that may have resulted in more or less compensation expense to the Company.

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

18

Table of Contents

approximately \$843,000 as of September 30, 2007. 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, 2007, 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). 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 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.

In July 2006, the Financial Accounting Standards Board (FASB) issued FASB Interpretation Number 48,

Accounting for Uncertainty in Income Taxes an interpretation of SFAS Statement No. 109, (FIN 48) which seeks to reduce the significant diversity in practice associated with certain aspects of measurement and

Table of Contents

recognition in accounting for income taxes. FIN 48 prescribes a recognition threshold and measurement attribute for financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return, and also provides guidance on derecognition, classification, interest and penalties, accounting in interim periods, disclosure, and transition. The provisions of FIN 48 are effective for fiscal years beginning after December 15, 2006. Upon adoption, the cumulative effect of any changes in net assets resulting from the application of FIN 48 was recorded as an adjustment to retained earnings. We adopted FIN 48 in the first quarter of 2007 and the impact of the adoption of FIN 48 is discussed in Note 1 to our consolidated financial statements.

Table of Contents**RESULTS OF OPERATIONS**

The following table sets forth selected financial data as a percentage of total revenues for the periods indicated:

	THREE MONTHS ENDED SEPTEMBER 30,		NINE MONTHS ENDED SEPTEMBER 30,	
	2007	2006 (as restated)	2007	2006 (as restated)
Research services	64%	67%	63%	64%
Advisory services and other	36	33	37	36
Total revenues	100	100	100	100
Cost of services and fulfillment	36	40	39	41
Selling and marketing	35	32	34	33
General and administrative	14	12	15	13
Depreciation	2	2	2	2
Amortization of intangible assets	1	1	1	1
Income from continuing operations	12	13	9	10
Other income, net	4	4	4	3
Gains (impairments) from non-marketable investments, net			(1)	
Income from continuing operations before income tax provision	16	17	12	13
Income tax provision	3	6	3	6
Income from continuing operations	13	11	9	7
Income from discontinued operations, net of taxes				
Gain on sale of discontinued operations		3		1
Net income	13%	14%	9%	8%

**THREE MONTHS ENDED SEPTEMBER 30, 2007 AND SEPTEMBER 30, 2006
REVENUES.**

	THREE MONTHS ENDED SEPTEMBER 30,		Absolute Increase (as restated)	Percentage Increase (as restated)
	2007	2006 (as restated)		
Revenues (in millions)	\$ 51.1	\$ 44.1	7.0	16%
Revenues from research services (in millions)	\$ 32.9	\$ 29.7	3.2	11%
Advisory services and other revenues (in millions)	\$ 18.2	\$ 14.4	3.8	26%

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Revenues attributable to customers outside of the United States (in millions)	\$ 14.6	\$ 12.5	2.1	17%
Revenues attributable to customers outside of the United States as a percentage of total revenues	29%	28%	1	4%
Number of clients (at end of period)	2,407	2,273	134	6%
Number of research employees (at end of period)	331	277	54	20%
Number of events	2	2		
	21			

Table of Contents

The increase in total revenues and in research services revenues is primarily due to an increase in the number of clients resulting 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 15%. The increase in advisory services and other revenues is primarily the result of increased headcount available to deliver advisory services. No single client company accounted for more than 2% of revenues during the three months ended September 30, 2007 or 2006.

International revenues increased 17% to \$14.6 million in the three months ended September 30, 2007 from \$12.5 million in the three months ended September 30, 2006 primarily due to the effects of foreign currency translation.

The increase in international revenues as a percentage of total revenues is primarily attributable to favorable exchange rates.

COST OF SERVICES AND FULFILLMENT.

	THREE MONTHS ENDED SEPTEMBER 30,		Absolute Increase (Decrease)	Percentage Increase (Decrease)
	2007	2006 (as restated)	(as restated)	(as restated)
Cost of services and fulfillment (in millions)	\$18.6	\$17.1	1.5	9%
Cost of services and fulfillment as a percentage of total revenues	36%	40%	(4)	(10)%
Number of research and fulfillment employees (at end of period)	405	349	56	16%

The increase in cost of services and fulfillment in absolute dollars is the result of higher travel expense associated with increased advisory and an increase in professional services. 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.

	THREE MONTHS ENDED SEPTEMBER 30,		Absolute Increase	Percentage Increase
	2007	2006 (as restated)	(as restated)	(as restated)
Selling and marketing expenses (in millions)	\$17.9	\$14.2	3.7	26%
Selling and marketing expenses as a percentage of total revenues	35%	32%	3	9%
Number of selling and marketing employees (at end of period)	365	295	70	24%

The increase in selling and marketing expenses in absolute dollars as well as a percentage of revenues is primarily attributable to increased compensation and benefits costs resulting from an increase in average headcount and annual increases in compensation costs.

GENERAL AND ADMINISTRATIVE.

	THREE MONTHS ENDED SEPTEMBER 30,		Absolute Increase	Percentage Increase
	2007	2006		

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		(as restated)	(as restated)	(as restated)
General and administrative expenses (in millions)	\$ 7.0	\$ 5.4	1.6	30%
General and administrative expenses as a percentage of total revenues	14%	12%	2	17%
Number of general and administrative employees (at end of period)	135	108	27	25%

The increase in general and administrative expenses in both absolute dollars as well as a percentage of revenues is primarily attributable to increased professional fees associated with the stock option investigation and restatement of

22

Table of Contents

our financial statements. The increase in general and administrative expenses is also due to increased compensation and benefits costs resulting from an increase in average headcount and annual increases in compensation costs.

DEPRECIATION. Depreciation expense increased 8% to \$1.0 million in the three months ended September 30, 2007 from \$947,000 in the three months ended September 30, 2006. The increase is primarily attributable to depreciation expense related to purchases of computer equipment and software during 2006 and 2007.

AMORTIZATION OF INTANGIBLE ASSETS. Amortization of intangible assets decreased 38% to \$293,000 in the three months ended September 30, 2007 from \$474,000 in the three months ended September 30, 2006. This 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.

OTHER INCOME, NET. Other income, net, consisting primarily of interest income, increased 29% to \$2.2 million in the three months ended September 30, 2007 from \$1.7 million in the three months ended September 30, 2006. The increase is primarily due to an increase in the average cash and investment balances available for investment in 2007 as compared to 2006 and to higher returns on invested capital.

GAINS (IMPAIRMENTS) FROM NON-MARKETABLE INVESTMENTS, NET. Gains on distributions from non-marketable investments totaled \$98,000 and \$118,000 in the three months ended September 30, 2007 and 2006, respectively. Impairments of non-marketable investments resulted in a charge of \$20,000 in the three months ended September 30, 2006.

PROVISION FOR INCOME TAXES. During the three months ended September 30, 2007, we recorded an income tax provision of \$1.7 million on income from continuing operations, which reflected an effective tax rate of 20%. During the three months ended September 30, 2006, we recorded an income tax provision of \$2.8 million on income from continuing operations, which reflected an effective tax rate of 37%. The decrease in our effective tax rate is primarily the result of a reduction in the enacted income tax rate in Germany and the corresponding impact on the Company's deferred tax liability.

**NINE MONTHS ENDED SEPTEMBER 30, 2007 AND SEPTEMBER 30, 2006
REVENUES.**

	NINE MONTHS ENDED SEPTEMBER 30,		Absolute	Percentage
	2007	2006	Increase	Increase
		(as restated)	(as restated)	(as restated)
Revenues (in millions)	\$ 153.6	\$ 132.5	21.1	16%
Revenues from research services (in millions)	\$ 96.3	\$ 84.3	12.0	14%
Advisory services and other revenues (in millions)	\$ 57.3	\$ 48.2	9.1	19%
Revenues attributable to customers outside of the United States (in millions)	\$ 44.9	\$ 39.0	5.9	15%
Revenues attributable to customers outside of the United States as a percentage of total revenues	29%	29%		%
Number of clients (at end of period)	2,407	2,273	134	6%
Number of research employees (at end of period)	331	277	54	19%
Number of events	8	6	2	33%

The increase in total revenues and in research services revenues is primarily due to an increase in the number of clients resulting 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 increase in advisory

Table of Contents

services and other revenues is primarily the result of increased headcount available to deliver advisory services. No single client company accounted for more than 3% of revenues during the nine months ended September 30, 2007 or 2006.

International revenues increased 15% to \$44.9 million in the nine months ended September 30, 2007 from \$39.0 million in the nine months ended September 30, 2006 primarily due to increased demand for our products internationally.

COST OF SERVICES AND FULFILLMENT.

	NINE MONTHS ENDED SEPTEMBER 30,		Absolute	Percentage
	2007	2006	Increase	Increase
		(as restated)	(Decrease)	(Decrease)
			(as restated)	(as restated)
Cost of services and fulfillment (in millions)	\$60.1	\$ 54.3	5.8	11%
Cost of services and fulfillment as a percentage of total revenues	39%	41%	(2)	(5)%
Number of research and fulfillment employees (at end of period)	405	349	56	16%

The increase in cost of services and fulfillment in total dollars is primarily attributable to increased compensation and benefits costs resulting from an increase in average headcount and increased stock based compensation expense recognized under SFAS No. 123R. 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,		Absolute	Percentage
	2007	2006	Increase	Increase
		(as restated)	(as restated)	(as restated)
Selling and marketing expenses (in millions)	\$52.8	\$ 44.0	8.8	20%
Selling and marketing expenses as a percentage of total revenues	34%	33%	1	3%
Number of selling and marketing employees (at end of period)	365	295	70	24%

The increase in selling and marketing expenses in both total dollars and as a percentage of revenue is primarily attributable to increased compensation and benefits costs resulting from an increase in average headcount and annual increases in compensation costs.

GENERAL AND ADMINISTRATIVE.

	NINE MONTHS ENDED SEPTEMBER 30,		Absolute	Percentage
	2007	2006	Increase	Increase
		(as restated)	(as restated)	(as restated)
General and administrative expenses (in millions)	\$22.5	\$ 16.8	5.7	34%
General and administrative expenses as a percentage of total revenues	15%	13%	2	15%
Number of general and administrative employees (at end of period)	135	108	27	25%

The increase in general and administrative expenses is primarily attributable to increased professional fees associated with the stock option investigation and restatement of our financial statements. The increase in general and administrative expenses is also due to increased compensation and benefits costs resulting from an increase in average headcount and annual increases in compensation costs.

Table of Contents

DEPRECIATION. Depreciation expense increased 7% to \$2.9 million in the nine months ended September 30, 2007 from \$2.7 million in the nine months ended September 30, 2006. The increase is primarily attributable to depreciation expense related to purchases of computer equipment and software during 2006 and 2007.

AMORTIZATION OF INTANGIBLE ASSETS. Amortization of intangible assets decreased 39% to \$1.0 million in the nine months ended September 30, 2007 from \$1.6 million in the nine months ended September 30, 2006. This 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.

OTHER INCOME, NET. Other income, net, consisting primarily of interest income, increased 59% to \$6.2 million in the nine months ended September 30, 2007 from \$3.9 million in the nine months ended September 30, 2006. The increase is primarily due to an increase in the average cash and investment balances available for investment in 2007 as compared to 2006 and to higher returns on invested capital.

GAINS (IMPAIRMENTS) FROM NON-MARKETABLE INVESTMENTS, NET. Gains on distributions from non-marketable investments totaled \$469,000 and \$488,000 in the nine months ended September 30, 2007 and 2006, respectively. Impairments of non-marketable investments resulted in charges of \$2.2 million and \$183,000 in the nine months ended September 30, 2007 and 2006, respectively.

PROVISION FOR INCOME TAXES. During the nine months ended September 30, 2007, we recorded an income tax provision of \$5.5 million on income from continuing operations, which reflected an effective tax rate of 29%. During the nine months ended September 30, 2006, we recorded an income tax provision of \$7.5 million on income from continuing operations, which reflected an effective tax rate of 43%. The decrease in our effective tax rate for fiscal year 2007 resulted primarily from an increase in non-taxable interest income as a percentage of total income in 2007 compared to 2006, a decrease in non-deductible non-cash stock based compensation and a decrease in the enacted tax rate in Germany and the corresponding decrease on the Company's deferred tax liability.

LIQUIDITY AND CAPITAL RESOURCES

We have financed our operations primarily through funds generated from operations. Memberships for research services, which constituted approximately 63% of our revenues during the nine months ended September 30, 2007, are annually renewable and are generally payable in advance. We generated cash from operating activities of \$29.2 million and \$35.8 million during the nine months ended September 30, 2007 and 2006, respectively. The decrease in cash provided from operations is primarily attributable to a decrease in accrued expenses offset by deferred tax assets.

During the nine months ended September 30, 2007 and 2006, we used \$29.3 million and \$76.7 million of cash in investing activities, consisting primarily of \$26.8 million and \$76.4 million used in net purchases of available-for-sale securities, respectively. 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, 2007, 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.

Table of Contents

We generated cash from financing activities of \$811,000 and \$23.2 million during the nine months ended September 30, 2007 and September 30, 2006, respectively. The decrease in cash provided from financing activities is primarily attributable to a decrease in proceeds from exercises of employee stock options.

In February 2005, our Board of Directors authorized an additional \$50.0 million to purchase common stock under the stock repurchase program. As of September 30, 2007, we had cumulatively repurchased approximately 4.8 million shares of common stock at an aggregate cost of approximately \$85.8 million. No shares were repurchased in the three or nine months ended September 30, 2007. In October 2007, our Board of Directors authorized an additional \$50.0 million to purchase common stock under the stock repurchase program.

As of September 30, 2007, we had cash and cash equivalents of \$40.8 million and available-for-sale securities of \$198.6 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, 2007, we had future contractual obligations as follows for operating leases:

CONTRACTUAL OBLIGATIONS*	TOTAL	FUTURE PAYMENTS DUE BY YEAR					Thereafter
		2007	2008	2009	2010	2011	
		(IN THOUSANDS)					
Operating leases	\$ 28,042	\$ 2,348	\$ 7,575	\$ 7,090	\$ 6,943	\$ 3,737	\$ 349

* The above table does not include future minimum rentals to be received under subleases of \$60,000. 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 SENSITIVITY. We maintain an investment portfolio consisting mainly of federal, state and municipal government obligations and corporate obligations, with a weighted-average maturity of less than one year. These available-for-sale securities are subject to interest rate risk and will 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.

26

Table of Contents

Principal amounts by expected maturity in U.S. dollars (in thousands) are as follows:

	FAIR VALUE				
	AT				
	SEPTEMBER				
	30,				
	2007	FY 2007	FY 2008	FY 2009	FY 2010
Cash equivalents	\$ 14,269	\$ 14,269	\$	\$	\$
Weighted average interest rate	4.81%	4.81%			
State and municipal agency obligations	\$ 195,150	\$ 132,105	\$ 24,752	\$ 34,918	\$ 3,375
Total Investments	\$ 195,150	\$ 132,105	\$ 24,752	\$ 34,918	\$ 3,375
Weighted average interest rate	4.02%	3.60%	3.64%	3.66%	3.66%
Total portfolio	\$ 209,419	\$ 146,374	\$ 24,752	\$ 34,918	\$ 3,375
Weighted average interest rate	4.08%	3.77%	3.64%	3.66%	3.66%

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, 2007, the total assets related to non-U.S. dollar denominated currencies that are subject to foreign currency exchange risk were approximately \$28.9 million.

ITEM 4. 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 defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the Exchange Act)), as of September 30, 2007. Prior to that evaluation our management had identified material weaknesses in our internal control over financial reporting relating to accounting for stock-based compensation and to income tax accounting for goodwill and intangible assets, as fully described in our Annual Report on 10-K for the year ended December 31, 2006. Because of these material weaknesses our principal executive officer and principal financial officer have determined that our disclosure controls and procedures were not effective as of September 30, 2007 to ensure that information required to be disclosed by us in the reports we file or submit under the Exchange Act is recorded, processed, summarized and reported in the time period specified in the SEC's rules and forms, and that such information is communicated to management, including our principal executive officer and principal financial officer, or persons performing similar functions, on a timely basis.

To address these material weaknesses, we have put in place additional processes and safeguards with respect to the granting and recording of stock options and the timeliness of revisions to our forfeiture estimates. These processes relate to required approvals for stock-based compensation awards, production and maintenance of documentation evidencing stock-based compensation awards and the approval of such awards, and timeliness of record-keeping. We have also supplemented our internal tax and accounting personnel with experienced external advisors who work directly with internal personnel and advise management as necessary on the complex tax and accounting issues associated with income tax accounting for goodwill and intangible assets.

CHANGES IN INTERNAL CONTROL OVER FINANCIAL REPORTING

Other than as noted in the next paragraph, 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, 2007 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

As of the date of this filing, in response to the material weaknesses described above, the Company has implemented additional processes and safeguards, as noted above, designed to address the identified weaknesses in internal control over financial reporting with respect to accounting for stock options and income tax accounting for goodwill and intangible assets.

Table of Contents

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

We are not currently a party to any material legal proceedings.

In June, 2007, the SEC notified us that it had commenced a formal inquiry into our historical stock option granting practices. In December 2006, prior to the resignation of our chief financial officer in connection with irregularities involving a stock option grant awarded to him in 1999, we advised the SEC of our voluntary internal investigation. We have been cooperating fully with the SEC since then and will continue to do so as the inquiry moves forward. We are unable to predict what, if any, consequences the SEC investigation may have on us or on our results of operations.

ITEM 5 (a). OTHER INFORMATION

Nasdaq Staff Determination Letter. On November 13, 2007, Forrester Research, Inc. (the Company) received an additional Staff Determination letter from the Listing Qualifications department of The Nasdaq Stock Market stating that the Company is not in compliance with Nasdaq Marketplace Rule 4310(c)(14). As anticipated, the letter was issued in accordance with Nasdaq procedures when the Company did not file its Quarterly Report on Form 10-Q for the quarter ended September 30, 2007.

As previously announced, the Company had received similar Staff Determination letters stating that the Company was not in compliance with Nasdaq Marketplace Rule 4310(c)(14) due to the delay in the filing of its Annual Report on Form 10-K for the year ended December 31, 2006, its Quarterly Report on Form 10-Q for the period ended March 31, 2007 and its Quarterly Report on Form 10-Q for the period ended June 30, 2007

On November 5, 2007, the Company filed its Annual Report on Form 10-K for the year ended December 31, 2006. On November 19, 2007, the Company filed its Quarterly Report on Form 10-Q for the period ended March 31, 2007, its Quarterly Report on Form 10-Q for the period ended June 30, 2007 and its Quarterly Report on Form 10-Q for the period ended September 30, 2007. The Company therefore is in compliance with Nasdaq Marketplace Rule 4310(c)(14).

Press Release announcing financial results for the quarter and nine-month period ended September 30, 2007. The information contained in this subsection of Item 5(a) of this Quarterly Report on Form 10-Q is being provided herein in lieu of furnishing it in a Current Report on Form 8-K pursuant to Item 2.02 of Form 8-K Results of Operations and Financial Condition. This information and the press release that is included as an exhibit hereto are being furnished and shall not be deemed to be filed for the purposes of Section 18 of, or otherwise regarded as filed under, the Securities Exchange Act of 1934, as amended. The information contained in this report shall not be incorporated by reference into any filing of Forrester Research, Inc. with the SEC, whether made before or after the date hereof, regardless of any general incorporation language in such filings.

On November 19, 2007, Forrester Research, Inc. issued a press release announcing its financial results for the quarter and nine-month period ended September 30, 2007.

Forrester believes that pro forma financial results provide investors with consistent and comparable information to aid in the understanding of Forrester's ongoing business. Our pro forma presentation excludes the following, as well as their related tax effects:

Non-cash stock-based compensation expense we exclude the stock-based compensation impact of SFAS No. 123R from our pro forma results in order to keep quarter-over-quarter and year-over-year comparisons consistent.

Costs related to the recently concluded stock option investigation and restatement of the Company's historical financial statements have also been excluded in order to keep quarter-over-quarter and year-over-year comparisons consistent.

Table of Contents

Amortization of intangibles we exclude the effect of the amortization of intangibles from our pro forma results in order to more consistently present our ongoing results of operations.

Impairments of and gains related to non-marketable securities and gains from sales of available-for-sale securities we have consistently excluded both one-time gains and one-time write-offs related to our investments in non-marketable securities and sales of available-for-sale securities from our pro forma results in order to keep quarter-over-quarter and year-over-year comparisons consistent.

Gains from the sale of discontinued operations and income or loss from the discontinued operations are excluded to keep quarter-over-quarter and year-over-year comparisons consistent.

However, these measures should be considered in addition to, not as a substitute for, or superior to, operating income or other measures of financial performance prepared in accordance with generally accepted accounting principles as more fully discussed in our financial statements and filings with the Securities and Exchange Commission.

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.

99.1 Press Release dated November 19, 2007

Table of Contents

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 19, 2007

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

Date: November 19, 2007

Table of Contents

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.	
99.1	Press Release dated November 19, 2007.	
		31
	Land and buildings	
	\$	2,072,215
	\$	-
	Equipment	
		3,145,186
		2,717,940
	Furniture and building improvements	
		1,061,698
		1,036,178
	Software	
		794,732
		753,947
	Total	
		7,073,831

	4,508,065
Less accumulated depreciation and amortization	
)	(3,518,673
)	(2,907,178
Net property and equipment	
\$	3,555,158
\$	1,600,887

On February 6, 2008, we purchased our principal office, manufacturing, storage, and primary research and development facility from Columbia Tucson, LLC (“CT”), which we previously leased from CT, which is reflected in the September 30, 2008 balance in land and buildings and the increase in accumulated depreciation and amortization. The purchase price of the property was approximately \$2.2 million. Joseph Hayden and Stephen McCahon, executive officers, Robert Howard and Thomas Dearmin, principal stockholders and former executive officers and directors, another former executive officer and certain family members of Mr. Howard owned all of the membership interests of CT.

In order to appropriately determine a fair price to pay for this property, the company obtained two independent real estate valuations (one paid for by the company and one provided by the seller). Both firms utilized similar methods of valuation to arrive at an indicated range of value for the property: The Cost Approach (estimating the cost to replace the land and building); the Income Approach (estimating an annual net income based on rental income); and the Market Approach (sales comparison). The range of value estimated by these two firms was from \$2.4 million to \$2.8 million. Negotiations between the parties determined that an equitable price for the transaction, which approximated fair value (after a reduction for the \$304,000 of leasehold improvements made by the company during the lease period) was \$2.2 million. Based upon these factors the parties entered into the buy/sell agreement. CT has no continuing involvement or ownership in the real estate after the sale.

Periodically, we evaluate general impairment of assets. As an element of our annual business planning process conducted in the fourth quarter of each year we consider expected revenues and resulting cash flow from operations. Revenue planning is based upon actual and expected contract awards as the majority of our revenues are sourced from Government contracts. During this process, we evaluate the current carrying values of all long-lived assets on our books. We compare these values against business plans to determine if carrying values are recoverable.

Our annual impairment test was last performed on March 2, 2008 where we determined that as of December 31, 2007 the net book values of long-lived assets were recoverable through expected undiscounted business cash flows based on anticipated and actual future revenue bookings and backlog. We will continue to evaluate the carrying values in the future. We evaluate impairments as such circumstances warrant.

APPLIED ENERGETICS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
September 30, 2008
(Unaudited)

6. SHARE-BASED COMPENSATION

Share-Based Compensation - Employees and Directors

For the three months ended September 30, 2008 and 2007, share-based compensation expense totaled \$663,000 and \$1.0 million, respectively. For the nine months ended September 30, 2008 and 2007, share-based compensation expense totaled \$3.0 million and \$2.8 million, respectively. During the quarter ended September 30, 2008, we changed the estimate of the number of outstanding option and restricted stock grants for which the requisite service is not expected to be rendered, which represents management's best estimate based on information available resulting in a change in estimated forfeiture rate. The effect of the change increased net loss for the quarter by approximately \$154,000.

There was no related income tax benefit recognized because our deferred tax assets are fully offset by a valuation allowance. During the nine months ended September 30, 2008, we granted 207,434 shares of restricted stock to our employees, directors and non-employee consultants, of which 153,434 vested immediately and the remaining 54,000 vests up to 3 years. The weighted average fair value of the restricted stock grants of \$2.28 per share are being expensed over the requisite service period. Additionally, during the nine months ended September 30, 2008, we granted options to purchase an aggregate of 75,000 shares of our common stock to our directors. These director options have a weighted average exercise price of \$2.65 and vested immediately. During the nine months ended September 30, 2007, we granted options to purchase 456,500 shares of our common stock to certain employees with option exercise prices equal to the market value of our common stock on the date of grant.

The weighted average grant-date fair value of option grants was \$1.36 and \$1.94, per share, for the nine months ended September 30, 2008 and 2007, respectively. We determine the fair value of share-based awards at their grant date, using a Black-Scholes Option-Pricing Model applying the assumptions in the following table. Actual compensation, if any, ultimately realized by option recipients may differ significantly from the amount estimated using an option valuation model.

	Nine Months Ended September 30,	
	2008	2007
Expected life (years)	4 years	4 years
Dividend yield	0.0%	0.0%
Expected volatility	65.0%	46.0%
Risk free interest rates	2.9%	4.55% - 4.74%
Weighted average fair value of options at grant date	\$1.36	\$1.94

During the third quarter ended September 30, 2008, we changed the estimate of the number of outstanding option grants for which the requisite service is not expected to be rendered, which represents management's best estimate based on information available resulting in a change in estimated forfeiture rate. The effect of the change increased net loss for the year ended September 30, 2008 by approximately \$154,000.

During the nine months ended September 30, 2008, 376,517 shares of restricted stock vested and 17,467 shares of restricted stock were forfeited, and no options were exercised and 203,247 options were forfeited. As of September

30, 2008, \$2.3 million and \$1.3 million of total unrecognized compensation cost related to restricted stock and stock options is expected to be recognized over a weighted average period of approximately 3.9 years and 1.4 years, respectively.

Warrants - Non-Employees

At September 30, 2008 and 2007 there were outstanding warrants to purchase approximately 1.1 million and 1.1 million shares of common stock, respectively, which were either (i) issued in connection with the August 2007 financing, (ii) issued to outside consultants, or (iii) outstanding prior to our reverse merger in March 2004.

- 10 -

APPLIED ENERGETICS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
September 30, 2008
(Unaudited)

7. COMPREHENSIVE LOSS

Total comprehensive loss consisted of the following:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2008	2007	2008	2007
Comprehensive Loss				
Net loss	\$ (1,721,228)	\$ (5,167,976)	\$ (5,837,025)	\$ (9,777,304)
Other comprehensive loss:				
Unrealized gain (loss) on available-for-sale securities	5,000	-	(370,000)	-
Total	\$ (1,716,228)	\$ (5,167,976)	\$ (6,207,025)	\$ (9,777,304)

As discussed in Note 4, accumulated other comprehensive losses consisted of the following:

	September 30, 2008	December 31, 2007
Cumulative unrealized loss on available-for-sale securities	\$ (370,000)	\$ -
Total accumulated other comprehensive loss	\$ (370,000)	\$ -

8. SIGNIFICANT CUSTOMERS

Approximately 99% of revenues for both the three months ended September 30, 2008 and 2007, and 96% and 97% of revenues for the nine months ended September 30, 2008 and 2007, respectively, are generated from either the U.S. Government or contractors to the U.S. Government. The balance of our revenues is with significant customers within the aerospace, high-voltage and technology industries.

9. NET LOSS PER SHARE

Basic loss per share is computed as net loss attributable to common stockholders divided by the weighted average number of common shares outstanding for the period. Diluted loss per share reflects the potential dilution that could occur from common shares issuable through exercise of stock options and warrants, vesting of restricted stock and conversion of preferred stock. The calculation of diluted shares does not include options, warrants, restricted stock units and our 6.5% Series A Convertible Preferred Stock, due to the antidilutive effect of 1,196,067 and 482,880 shares for the three months ended September 30, 2008 and 2007, respectively, and 1,187,567 and 463,374 shares for the nine months ended September 30, 2008 and 2007, respectively.

10. DIVIDENDS

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As of October 15, 2008, we had 650,672 shares outstanding of our 6.5% Series A Convertible Preferred Stock. A dividend was declared and paid on November 1, 2008 to the holders of record as of October 15, 2008 in shares of common stock.

Dividends on Preferred Stock are accrued when the amount and kind of the dividend is determined and are payable quarterly on the first day of February, May, August and November, in cash or shares of common stock, at the discretion of the company.

- 11 -

APPLIED ENERGETICS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
September 30, 2008
(Unaudited)

11. COMMITMENTS AND CONTINGENCIES

LITIGATION

In July 2006, two class action complaints were filed by George Wood and Raymond Deedon against Applied Energetics, Inc. (formerly Ionatron, Inc.) and its founders. Each of the class actions was filed in the United States District Court for the District of Arizona and allege, among other things, violations of Section 10(b) of the Securities Exchange Act of 1934 and Rule 10b-5, claiming that we issued false and misleading statements concerning the development of its counter-IED product. The court consolidated these cases, and a consolidated amended complaint was served. The action has been dismissed against Joseph C. Hayden and Stephen W. McCahon with prejudice, and is proceeding against us and the remaining defendants. We are unable to evaluate the likelihood of an unfavorable outcome in this matter or estimate the range of potential loss, if any. However, we intend to defend ourselves vigorously in these legal proceedings.

In September 2006, a derivative action was filed by John T. Johnasen in Arizona State Court, Pima County, against certain of our current and former officers and directors, alleging, among other things, breach of fiduciary duty. On April 30, 2008, the state court continued a stay of the derivative action until 30 days notice from any party or until further court order terminating the stay.

In addition, we may from time to time be involved in legal proceedings arising from the normal course of business. As of the date of this report, we have not received notice of any other legal proceedings.

12. SUPPLEMENTAL CASH FLOW INFORMATION

During the quarter ended September 30, 2008, at the request of a preferred stock holder pursuant to the terms of 6.5% Series A Convertible Preferred Stock, we issued 56,934 shares of common stock upon the holder's conversion of 27,328 shares of preferred stock.

	Nine Months Ended September 30,	
	2008	2007
Cash paid during the period for:		
Interest	\$ 1,940	\$ 1,941
Income taxes	\$ -	\$ -

13. SUBSEQUENT EVENTS

From November 3, 2008 to November 4, 2008, the Registrant entered into agreements with six stockholders to issue an aggregate of 5,051,000 shares of its common stock in exchange for the return for cancellation of 505,100 of its Series A Redeemable Convertible Preferred Stock.

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

Our discussion and analysis of the financial condition and results of operations should be read in conjunction with the unaudited condensed consolidated financial statements and the related disclosures included elsewhere herein and in Management's Discussion and Analysis of Financial Condition and Results of Operations included as part of our Annual Report on Form 10-K for the year ended December 31, 2007.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

Certain statements in this Quarterly Report on Form 10-Q constitute forward-looking statements within the meaning of the securities laws. Forward-looking statements include all statements that do not relate solely to the historical or current facts, and can be identified by the use of forward looking words such as "may", "believe", "will", "expect", "expected", "project", "anticipate", "anticipated", "estimates", "plans", "strategy", "target", "prospects" or "continue". These forward looking statements are based on the current plans and expectations of our management and are subject to a number of uncertainties and risks that could significantly affect our current plans and expectations, as well as future results of operations and financial condition and may cause our actual results, performances or achievements to be materially different from any future results, performances or achievements expressed or implied by such forward-looking statements. Important factors that could cause our actual results to differ materially from our expectations are described in Item 1A. (Risk Factors) of our Annual Report on Form 10-K for the year ended December 31, 2007. In making these forward-looking statements, we claim the protection of the safe-harbor for forward-looking statements contained in the Private Securities Reform Act of 1995. Although we believe that the expectations reflected in such forward-looking statements are reasonable, there can be no assurance that such expectations will prove to have been correct. We do not assume any obligation to update these forward-looking statements to reflect actual results, changes in assumptions, or changes in other factors affecting such forward-looking statements.

OVERVIEW

Applied Energetics is a developer and manufacturer of applied energy systems, primarily for military applications, utilizing our proprietary knowledge of high performance lasers, high-voltage electronics, advanced adaptive optics and atmospheric and plasma energy interactions. We apply these technologies to deliver innovative solutions to urgent military missions, including neutralizing improvised explosive devices ("IEDs"), neutralizing vehicle-borne IEDs (i.e. car bombs), and non-lethal methods for vehicle stopping, among other high priority missions of U.S. and allied military forces. Additionally, we develop and manufacture high-voltage and laser products for government and commercial customers for a range of applications

In April 2008, we received a \$4.5 million sole source contract from the Advanced Munitions Technology Development office at the U.S. Army's Research, Development and Engineering Command (ARDEC - Picatinny NJ) for the development and advancement of the company's Laser Guided Energy technology. This funding is directly from ARDEC's discretionary funds.

In June 2008, we received a \$9.3 million cost-plus fixed fee contract for a system for the U.S. Marine Corps. Due to the sensitivity of the effort, the customer has asked that program details not be publicly disclosed. The twelve-month contract is administered by the U.S. Army (Aberdeen Proving Ground, MD).

RESULTS OF OPERATIONS**COMPARISON OF OPERATIONS FOR THE THREE MONTHS ENDED SEPTEMBER 30, 2008 AND 2007:**

	2008	2007
Revenue	\$ 4,014,302	\$ 3,608,584
Cost of revenue	3,789,962	5,641,565
General and administrative	1,647,366	2,851,179
Selling and marketing	61,565	76,340
Research and development	359,807	548,895
Other (expense) income:		
Interest expense	(388)	(453)
Interest income	123,558	341,872
Net loss	\$ (1,721,228)	\$ (5,167,976)

REVENUE

Revenue increased approximately \$406,000 for the three months ended September 30, 2008 compared to the three months ended September 30, 2007, which is attributable to an increase in revenue from Counter-IED projects of approximately \$1.7 million from the U.S. Marine Corps contract received in June 2008, offset by a reduction in revenue on our LGE projects and High Voltage projects of \$1.2 million and \$49,000, respectively.

COST OF REVENUE

Cost of revenue decreased approximately \$1.9 million compared to the three months ended September 30, 2007 primarily due to a lower of cost or market provision of \$1.5 million and the decrease of approximately \$803,000 related to a provision for loss on our high voltage product line, each in the three months ended September 30, 2007, offset by a \$449,000 increase of costs related to increased revenue for the same period in 2008. Cost of revenue includes manufacturing labor, fringe and overhead, and an allocation of allowable general and administration and research and development costs in accordance with the terms of our government contracts.

GENERAL AND ADMINISTRATIVE

General and administrative (“G&A”) expenses decreased approximately \$1.2 million for the three months ended September 30, 2008 compared to the three months ended September 30, 2007 largely due to allocable and allowable costs contained in cost of revenue. The decrease primarily consists of a \$555,000 increase in applied labor, overhead and material handling costs allocated to cost of revenue, decreases of \$362,000 of non-cash share-based expense, \$205,000 in professional fees and \$159,000 in building related expenses largely related to the purchase of our principal Tucson facility in February 2008 and the exit from our leased facility at the Stennis Space Center, Mississippi in September 2007. These decreases were partially offset by increases of \$192,000 of salaries and benefits and \$132,000 of travel related expenses for the quarter.

SELLING AND MARKETING

Selling and marketing expenses decreased approximately \$15,000 for the quarter ended September 30, 2008 from the same period in 2007, reflecting reduced payroll costs, travel expenses and professional fees.

RESEARCH AND DEVELOPMENT

Internal research and development (“R&D”) expenses decreased approximately \$189,000 during the three months ended September 30, 2008 as compared to the same period in 2007. The decrease is primarily due to the redirection of our principal technical staff to customer funded projects.

- 14 -

INTEREST INCOME AND INTEREST EXPENSE

Net interest income for the third quarter of 2008 was lower by approximately \$218,000 from the same period of 2007 primarily due to the lower balance of invested funds and lower interest rates on our investments in 2008.

NET LOSS

As a result of the foregoing, our operations for the three months ended September 30, 2008 resulted in a net loss of approximately \$1.7 million, a reduction of approximately \$3.4 million compared to the \$5.2 million loss for the same period of 2007.

COMPARISON OF OPERATIONS FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2008 AND 2007:

	2008	2007
Revenue	\$ 11,653,390	\$ 8,828,367
Cost of revenue	10,719,524	10,989,077
General and administrative	6,170,107	7,514,464
Selling and marketing	173,003	331,155
Research and development	965,017	856,722
Other (expense) income:		
Interest expense	(1,940)	(1,941)
Interest income	539,166	1,079,841
Other	10	7,847
Net loss	\$ (5,837,025)	\$ (9,777,304)

REVENUE

Revenue increased approximately \$2.8 million to \$11.7 million for the nine months ended September 30, 2008 compared to 2007, which is primarily attributable to increased revenues from our new U.S. Marine Corps contract received in June 2008 of approximately \$5.1 million and our commercial projects of \$212,000, offset by a reduction in LGE revenue of approximately \$2.5 million.

COST OF REVENUE

Cost of revenue decreased approximately \$270,000 to \$10.7 million compared to the nine months ended September 30, 2007. The decrease is related to a provision for loss on our High Voltage product line of \$1.2 million and to a lower of cost or market reserve of \$1.4 million for the nine months ended September 30, 2007, offset by an increase of costs related to increased revenue of \$2.3 million for the same period in 2008. Cost of revenue includes manufacturing labor, fringe and overhead, and an allocation of allowable general and administration and research and development costs in accordance with the terms of our government contracts.

GENERAL AND ADMINISTRATIVE

G&A expenses decreased approximately \$1.3 million in the first three quarters of 2008 compared to 2007. The decrease primarily consists of a \$1.2 million increase in applied labor, overhead and material handling costs allocated to cost of revenue and decreases of \$486,000 of professional fees and \$432,000 in building related expenses largely due to the purchase of our principal Tucson facility in February 2008 and the exit from our leased facilities at the Stennis Space Center, Mississippi in September 2007. The decrease was partially offset by increases of \$210,000 in

non-cash share-based expenses, \$392,000 of salaries and accrued compensation, \$265,000 of related benefits and \$178,000 of travel expenses for the same period.

SELLING AND MARKETING

Selling and marketing expenses decreased approximately \$158,000 for the three quarters ended September 30, 2008 from the same period in 2007, reflecting reduced payroll costs and professional fees.

- 15 -

RESEARCH AND DEVELOPMENT

Internal R&D expenses increased approximately \$108,000 during the nine months ended September 30, 2008 as compared to the same period in 2007 primarily due to the \$315,000 increase in R&D materials offset by \$207,000 decrease in payroll costs and professional fees charged to R&D projects.

INTEREST INCOME AND INTEREST EXPENSE

Net interest income for the first three quarters of 2008 was lower by approximately \$549,000 from the same period of 2007 primarily due to the lower balance of invested funds and lower interest rates on our investments in 2008.

NET LOSS

As a result of the foregoing, our operations for the nine months ended September 30, 2008 resulted in a net loss of approximately \$5.8 million, a reduction of approximately \$3.9 million compared to the \$9.8 million loss for the same period of 2007. This decrease in loss incorporates an increase in revenues of \$2.8 million a decrease in costs of revenue of \$270,000, decreases in G&A of \$1.3 million and sales and marketing of \$158,000, offset by a decrease in net interest income of \$549,000, and an increase in R&D of \$108,000.

LIQUIDITY AND CAPITAL RESOURCES

At September 30, 2008, we had approximately \$8.5 million of cash and cash equivalents and \$7.0 million securities available-for-sale (net of a temporary impairment of \$370,000). Our cash position decreased during the first nine months of 2008 by approximately \$6.5 million. During the first nine months of 2008, we used \$3.7 million of cash in operating activities. This amount is comprised primarily of our net loss of \$5.8 million, an increase in accounts receivable of \$807,000, an increase in inventory of \$711,000 associated with our counter-IED efforts, an increase in long term receivables of \$253,000 and a decrease in accounts payable of \$212,000. Offsetting these amounts are non-cash share-based compensation expense of \$3.0 million, depreciation and amortization of \$650,000 and a decrease in prepaid expenses and deposits of \$294,000. As part of our total cash use during the first nine months of 2008, investment activities used approximately \$2.6 million, primarily from the acquisition of our principal Tucson manufacturing and engineering facility and financing activities used approximately \$287,000, primarily from the \$275,000 preferred stock cash dividend paid in August 2008.

Certain of our marketable securities are facing a temporary illiquidity as the underlying auction markets have failed. It is not known when the underlying auction markets will regain liquidity, if at all. On July 8, 2008, we sold \$100,000 of these securities at par. Our Auction Rate Securities are held in our brokerage account at RBC Dain Rauscher ("RBC"). On October 8, 2008, we received notice that RBC had entered into a settlement agreement with the United States Securities and Exchange Commission, the New York Attorney General's office, and the North American Securities Administrators Association whereby RBC would offer to purchase, at par, the Auction Rate Securities held by certain of its clients. On October 31, 2008 we received written notice from RBC that we were an eligible client. According to the October 8th announcement it is expected that the RBC purchase offer will begin December 15, 2008 and continue for a period of six months. The company expects to participate in this settlement.

We anticipate that short-term and long-term funding needs will be provided by the cash flows from current and future contracts and existing cash and marketable securities. We determined that we have sufficient working capital to fulfill existing contracts and expected contracts in 2008 and into 2009.

BACKLOG OF ORDERS

At September 30, 2008, we had a backlog (workload remaining on signed contracts) of approximately \$9.4 million to be completed within the next twelve months. The backlog does not include proposals and contracts under negotiation at September 30, 2008.

ITEM 4. CONTROLS AND PROCEDURES

EVALUATION OF DISCLOSURE CONTROLS AND PROCEDURES

Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of our disclosure controls and procedures as of September 30, 2008. Based on that evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that our disclosure controls and procedures are effective to ensure that information required to be disclosed by us in reports that we file or submit under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules and forms. During the nine months ended September 30, 2008, there was no significant change in our internal controls over financial reporting that has materially affected or which is reasonably likely to materially affect our internal controls over financial reporting.

- 16 -

PART II - OTHER INFORMATION**ITEM 2. UNREGISTERED SALE OF SECURITIES AND USE OF PROCEEDS**

In September 2008, we issued 56,934 shares of common stock upon conversion of 27,328 shares of Series A Preferred Stock. These shares were issued pursuant to an exemption from registration contained in Rule 3(a)(9) under the Securities Act of 1933.

From November 3, 2008 to November 4, 2008, the Registrant entered into agreements with six stockholders to issue an aggregate of 5,051,000 shares of its common stock in exchange for the return for cancellation of 505,100 of its Series A Redeemable Convertible Preferred Stock (the "Exchange"). The shares of Common Stock issued in the Exchange were issued pursuant to an exemption from registration under the Securities Act of 1933 (the "Act") provided by Section 3(a)(a) promulgated under the Act.

ITEM 6. EXHIBITS

EXHIBIT NUMBER	DESCRIPTION
23.1	Consent of Houlihan Smith & Company, Inc.
31.1	Certification of Chief Executive pursuant to Rule 13a-14 or 15d-14 of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of Chief Financial Officer pursuant to Rule 13a-14 or 15d-14 of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Chief Executive Officer Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Chief Financial Officer Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

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.

APPLIED ENERGETICS, INC.

By /s/ Dana A, Marshall

Dana A. Marshall
Chief Executive Officer and President

Date: November 7, 2008

- 18 -
