TechTarget Inc Form 4 August 14, 2013

### FORM 4

# **OMB APPROVAL**

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

January 31, Expires: 2005

#### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations may continue. See Instruction

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

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

| 1. Name and Address of Reporting Person * Strakosch Greg |          |          | 2. Issuer Name <b>and</b> Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer   |  |  |
|--|----------|----------|--|--|--|--|
|  |          |          | TechTarget Inc [TTGT]                              | (Check all applicable)   |  |  |
| (Last)   | (First)  | (Middle) | 3. Date of Earliest Transaction                    | •  |  |  |
| C/O TECHTARGET, INC., 275<br>GROVE STREET                |          |          | (Month/Day/Year)<br>08/12/2013                     | _X_ Director 10% Owner X Officer (give title Other (specif below) Chief Executive Officer            |  |  |
|  | (Street) |          | 4. If Amendment, Date Original                     | 6. Individual or Joint/Group Filing(Check  |  |  |
| NEWTON, I  | MA 02466 |          | Filed(Month/Day/Year)                              | Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person |  |  |
| (City)   | (State)  | (Zip)    | Table I Non Daringtine Councilion                  | Assuind Discool of an Daneficially Own   |  |  |

| NEW ION, MA 02400 |  |
|-------------------|--|
|                   |  |

| (City)                 | (State)                              | Zip) Table                    | e I - Non-D     | erivative Se        | ecurities Acc           | quired, Disposed o  | of, or Beneficial         | lly Owned               |
|------------------------|--------------------------------------|-------------------------------|-----------------|---------------------|-------------------------|---|---------------------------|-------------------------|
| 1.Title of<br>Security | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if |                 | on(A) or Disp       | es Acquired<br>posed of | 5. Amount of Securities                                     | 6. Ownership Form: Direct | 7. Nature of Indirect   |
| (Instr. 3)             |                                      | any<br>(Month/Day/Year)       | Code (Instr. 8) | (D)<br>(Instr. 3, 4 | and 5)                  | Beneficially<br>Owned                                       | (D) or<br>Indirect (I)    | Beneficial<br>Ownership |
|                        |                                      |                               |                 |                     | (A)<br>or               | Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | (Instr. 4)                | (Instr. 4)              |
|                        |                                      |                               | Code V          | Amount              | (D) Price \$            | (msu. 5 and 4)  |                           |                         |
| Common<br>Stock        | 08/12/2013                           |                               | S <u>(1)</u>    | 6,000               | D 4.81                  | 1,361,446   | D                         |                         |

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

#### Edgar Filing: TechTarget Inc - Form 4

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transactic<br>Code<br>(Instr. 8) | 5.  onNumber of Derivative Securities Acquired (A) or Disposed of (D) |                     | ate                | 7. Title a<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 a | of<br>ng<br>s | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repo<br>Trans<br>(Instr |
|---|---|--------------------------------------|---|--|---|---------------------|--------------------|--|---------------|---|--|
|   |   |                                      |   | Code V                                 | (Instr. 3, 4, and 5)  (A) (D)   | Date<br>Exercisable | Expiration<br>Date | or<br>Title Nu<br>of   | umber         |   |  |

# **Reporting Owners**

\*\*Signature of Reporting Person

| Reporting Owner Name / Address   | Relationships |           |                         |       |  |  |  |
|--|---------------|-----------|-------------------------|-------|--|--|--|
|  | Director      | 10% Owner | Officer                 | Other |  |  |  |
| Strakosch Greg<br>C/O TECHTARGET, INC.<br>275 GROVE STREET<br>NEWTON, MA 02466 | X             |           | Chief Executive Officer |       |  |  |  |

## **Signatures**

W.R. Kellegrew, Jr.
Attorney-in-Fact
08/14/2013

### **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Date

- (1) The reported sale was made automatically pursuant to a trading plan entered into by the reporting person pursuant to Rule 10b5-1 under the Securities Exchange Act of 1934. These shares were sold as part of a 10b5-1 to pay for taxes.
- The reported transactions were executed at sales prices ranging from \$4.72 to \$4.85. The reporting person undertakes to provide, upon request by the SEC audit staff, TechTarget, Inc. or any security holder of TechTarget, Inc. the full range of information regarding the number of shares sold at each separate price.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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