

MCGUIRE TERRANCE
Form 4
December 10, 2010

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
SPOON ALAN G

(Last) (First) (Middle)

C/O POLARIS VENTURE PARTNERS, 1000 WINTER STREET

(Street)

WALTHAM, MA 02451

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
TechTarget Inc [TTGT]

3. Date of Earliest Transaction (Month/Day/Year)
12/09/2010

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | |
| Common Stock | 12/09/2010 | | S | | 3,839,599 | D | \$ 6 2,000,440 | I | See Footnote (1) |
| Common Stock | 12/09/2010 | | S | | 99,695 | D | \$ 6 51,941 | I | See Footnote (2) |
| Common Stock | 12/09/2010 | | S | | 60,706 | D | \$ 6 31,629 | I | See Footnote (3) |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SPOON ALAN G C/O POLARIS VENTURE PARTNERS 1000 WINTER STREET WALTHAM, MA 02451 | | X | | |
| Flint Jonathan A C/O POLARIS VENTURE PARTNERS 1000 WINTER STREET WALTHAM, MA 02451 | | X | | |
| MCGUIRE TERRANCE C/O POLARIS VENTURE PARTNERS 1000 WINTER STREET WALTHAM, MA 02451 | | X | | |
| POLARIS VENTURE PARTNERS IV LP C/O POLARIS VENTURE PARTNERS 1000 WINTER STREET WALTHAM, MA 02451 | | X | | |
| POLARIS VENTURE PARTNERS ENTREPRENEURS FUND IV LP C/O POLARIS VENTURE PARTNERS 1000 WINTER STREET WALTHAM, MA 02451 | | X | | |

| | |
|---|---|
| Polaris Venture Management Co IV LLC C/O POLARIS VENTURE PARTNERS 1000 WINTER STREET WALTHAM, MA 02451 | X |
| POLARIS VENTURE PARTNERS III LP C/O POLARIS VENTURE PARTNERS 1000 WINTER STREET WALTHAM, MA 02451 | X |
| POLARIS VENTURE PARTNERS ENTREPRENEURS FUND III LP C/O POLARIS VENTURE PARTNERS 1000 WINTER STREET WALTHAM, MA 02451 | X |
| POLARIS VENTURE PARTNERS FOUNDERS FUND III LP C/O POLARIS VENTURE PARTNERS 1000 WINTER STREET WALTHAM, MA 02451 | X |
| POLARIS VENTURE MANAGEMENT CO III LLC C/O POLARIS VENTURE PARTNERS 1000 WINTER STREET WALTHAM, MA 02451 | X |

Signatures

| | |
|--|------------|
| /s/ Alan Spoon Alan Spoon | 12/10/2010 |
| __Signature of Reporting Person | Date |
| /s/ Jonathan A. Flint Jonathan A. Flint | 12/10/2010 |
| __Signature of Reporting Person | Date |
| /s/ Terrance G. McGuire Terrance G. McGuire | 12/10/2010 |
| __Signature of Reporting Person | Date |
| /s/ John Gannon Polaris Venture Management Co. IV, L.L.C. By: John Gannon Authorized signatory for Polaris Venture Management Co. IV, L.L.C. | 12/10/2010 |
| __Signature of Reporting Person | Date |
| /s/ John Gannon Polaris Venture Partners IV, L.P. By: John Gannon Authorized signatory for Polaris Venture Partners IV, L.P. | 12/10/2010 |
| __Signature of Reporting Person | Date |
| /s/ John Gannon Polaris Venture Partners Entrepreneurs' Fund IV, L.P. By: John Gannon Authorized signatory for Polaris Venture Partners Entrepreneurs' Fund IV, L.P. | 12/10/2010 |
| __Signature of Reporting Person | Date |
| /s/ John Gannon Polaris Venture Management Co. III, L.L.C. By: John Gannon Authorized signatory for Polaris Venture Management Co. III, L.L.C. | 12/10/2010 |
| __Signature of Reporting Person | Date |
| /s/ John Gannon Polaris Venture Partners III, L.P. By: John Gannon Authorized signatory for Polaris Venture Partners III, L.P. | 12/10/2010 |
| __Signature of Reporting Person | Date |

/s/ John Gannon Polaris Venture Partners Founders' Fund III, L.P. By: John Gannon
Authorized signatory for Polaris Venture Partners Founders' Fund III, L.P. 12/10/2010

__Signature of Reporting Person Date

/s/ John Gannon Polaris Venture Partners Entrepreneurs' Fund III, L.P. By: John Gannon
Authorized signatory for Polaris Venture Partners Entrepreneurs' Fund III, L.P. 12/10/2010

__Signature of Reporting Person Date

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).

The reportable securities are owned directly by Polaris Venture Partners III, L.P. ("PVP III"). Polaris Venture Management Co. III, L.L.C. ("PVM III") is the general partner of PVP III. PVM III disclaims beneficial ownership of these securities and this report shall not be deemed an admission that PVM III is the beneficial owner of such securities for purposes of Section 16 or for any other purpose,

(1) except to the extent of its pecuniary interest therein. Each of Jonathan A. Flint ("Flint"), Terrance G. McGuire ("McGuire") and Alan G. Spoon ("Spoon") are the managing members of PVM III. Each of Flint, McGuire and Spoon disclaims beneficial ownership of these securities and this report shall not be deemed an admission that any of them is the beneficial owner of such securities for purposes of Section 16 or for any other purpose, except to the extent of their pecuniary interest therein.

The reportable securities are owned directly by Polaris Venture Partners Founders' Fund III LP ("PVPF III"). PVM III is the general partner of PVPF III. PVM III disclaims beneficial ownership of these securities and this report shall not be deemed an admission that PVM III is the beneficial owner of such securities for purposes of Section 16 or for any other purpose, except to the extent of its

(2) pecuniary interest therein. Each of Flint, McGuire McGuire and Spoon are the managing members of PVM III. Each of Flint, McGuire and Spoon disclaims beneficial ownership of these securities and this report shall not be deemed an admission that any of them is the beneficial owner of such securities for purposes of Section 16 or for any other purpose, except to the extent of their pecuniary interest therein.

The reportable securities are owned directly by Polaris Venture Partners Entrepreneurs' Fund III, L.P. ("PVPE III"). PVM III is the general partner of PVPE III. PVM III disclaims beneficial ownership of these securities and this report shall not be deemed an admission that PVM III is the beneficial owner of such securities for purposes of Section 16 or for any other purpose, except to the extent of its

(3) pecuniary interest therein. Each of Flint, McGuire McGuire and Spoon are the managing members of PVM III. Each of Flint, McGuire and Spoon disclaims beneficial ownership of these securities and this report shall not be deemed an admission that any of them is the beneficial owner of such securities for purposes of Section 16 or for any other purpose, except to the extent of their pecuniary interest therein.

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

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