

TechTarget Inc  
Form 4  
March 02, 2015

**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 \*  
Cotoia Michael

(Last) (First) (Middle)

C/O TECHTARGET, INC., 275  
GROVE STREET

(Street)

NEWTON, MA 02466

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/26/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)

Chief Operating Officer

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |                                   |
| Common Stock                    | 02/26/2015                           |  | M                              |   | 17,675 A \$ 7.36  | 392,717  | D                                 |
| Common Stock                    | 02/26/2015                           |  | S <sup>(1)</sup>               |   | 42,718 D \$ 12 <sup>(2)</sup>   | 349,999  | D                                 |
| Common Stock                    | 02/27/2015                           |  | M                              |   | 19,723 A \$ 7.36  | 369,722  | D                                 |
| Common Stock                    | 02/27/2015                           |  | S <sup>(1)</sup>               |   | 19,723 D \$ 12.13 <sup>(3)</sup>  | 349,999  | D                                 |

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

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

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(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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Employee Stock Option (right to buy)       | \$ 7.36  | 02/26/2015                           |  | M                              | 17,675  | (4) (4)  | Common Stock  | 17,675                        |
| Employee Stock Option (right to buy)       | \$ 7.36  | 02/27/2015                           |  | M                              | 19,723  | (4) (4)  | Common Stock  | 19,723                        |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships   |
|--|---|
| Cotoia Michael<br>C/O TECHTARGET, INC.<br>275 GROVE STREET<br>NEWTON, MA 02466 | Director 10% Owner Officer<br>Chief Operating Officer |

## Signatures

Jane Freedman Attorney in Fact 03/02/2015

\_\_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).
- (1)

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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.

- The reported transactions were executed at sales prices ranging from \$12.00 to \$12.05. The reporting person undertakes to provide, upon
- (2) request by the SEC staff, TechTarget, Inc. or any security holder of TechTarget, Inc. the full information regarding the number of shares sold at each separate price.

- The reported transactions were executed at sales prices ranging from \$12.00 to \$12.27. The reporting person undertakes to provide, upon
- (3) request by the SEC staff, TechTarget, Inc. or any security holder of TechTarget, Inc. the full information regarding the number of shares sold at each separate price.

- (4) This is a partial exercise of an option granted on September 27, 2006 and became fully vested on September 27, 2009.

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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