TechTarget Inc Form 4 November 15, 2013

## FORM 4

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

**OMB** 

Check this box if no longer subject to Section 16.

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

3235-0287 Number: January 31, Expires:

2005

0.5

**OMB APPROVAL** 

Estimated average

burden hours per response...

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 * MARINO ROGER M |         |          | 2. Issuer Name and Ticker or Trading Symbol TechTarget Inc [TTGT] | 5. Relationship of Reporting Person(s) to Issuer   |  |  |
|--|---------|----------|---|--|--|--|
| (Last)   | (First) | (Middle) | 3. Date of Earliest Transaction                                   | (Check all applicable)   |  |  |
| 275 GROVE STREET   |         |          | (Month/Day/Year)<br>11/14/2013                                    | X_ Director 10% Owner<br>Officer (give title below) Other (specify below)                            |  |  |
| (Street)   |         |          | 4. If Amendment, Date Original                                    | 6. Individual or Joint/Group Filing(Check  |  |  |
| NEWTON, MA 02466   |         |          | Filed(Month/Day/Year)   | Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person |  |  |

| NEW | TO | N, M | [A 0] | 2466 |
|-----|----|------|-------|------|
|     |    |      |       |      |

| (City)                 | (State) (                            | Table Table                   | e I - Non-D | erivative S             | Securi | ties Acq | uired, Disposed o       | of, or Beneficial         | ly Owned   |
|------------------------|--------------------------------------|-------------------------------|-------------|-------------------------|--------|----------|-------------------------|---------------------------|------------|
| 1.Title of<br>Security | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if |             | 4. Securition(A) or Dis | sposed | of (D)   | 5. Amount of Securities | 6. Ownership Form: Direct | Indirect   |
| (Instr. 3)             |                                      | any                           | Code        | (Instr. 3, 4            | and 5  | 5)       | Beneficially            | (D) or                    | Beneficial |
|                        |                                      | (Month/Day/Year)              | (Instr. 8)  |                         |        |          | Owned                   | Indirect (I)              | Ownership  |
|                        |                                      |                               |             |                         |        |          | Following<br>Reported   | (Instr. 4)                | (Instr. 4) |
|                        |                                      |                               |             |                         | (A)    |          | Transaction(s)          |                           |            |
|                        |                                      |                               |             |                         | or     |          | (Instr. 3 and 4)        |                           |            |
|                        |                                      |                               | Code V      | Amount                  | (D)    | Price    | (Ilisti. 3 and 4)       |                           |            |
|                        |                                      |                               |             |                         |        | \$       |                         |                           |            |
| Common                 | 11/14/2013                           |                               | P           | 13,813                  | A      | 5.72     | 3,634,724               | D                         |            |
|                        |                                      |                               |             |                         |        | (1)      |                         |                           |            |

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 | 2.          | 3. Transaction Date |                    | 4.         | 5.         | 6. Date Exerc |            | 7. Titl |          | 8. Price of | 9. Nu  |
|-------------|-------------|---------------------|--------------------|------------|------------|---------------|------------|---------|----------|-------------|--------|
| Derivative  | Conversion  | (Month/Day/Year)    | Execution Date, if | Transacti  | orNumber   | Expiration D  | ate        | Amou    | int of   | Derivative  | Deriv  |
| Security    | or Exercise |                     | any                | Code       | of         | (Month/Day/   | Year)      | Under   | lying    | Security    | Secui  |
| (Instr. 3)  | Price of    |                     | (Month/Day/Year)   | (Instr. 8) | Derivative | e             |            | Securi  | ities    | (Instr. 5)  | Bene   |
|             | Derivative  |                     | •                  |            | Securities |               |            | (Instr. | 3 and 4) |             | Owne   |
|             | Security    |                     |                    |            | Acquired   |               |            |         |          |             | Follo  |
|             |             |                     |                    |            | (A) or     |               |            |         |          |             | Repo   |
|             |             |                     |                    |            | Disposed   |               |            |         |          |             | Trans  |
|             |             |                     |                    |            | of (D)     |               |            |         |          |             | (Instr |
|             |             |                     |                    |            | (Instr. 3, |               |            |         |          |             | (      |
|             |             |                     |                    |            | 4, and 5)  |               |            |         |          |             |        |
|             |             |                     |                    |            | .,         |               |            |         |          |             |        |
|             |             |                     |                    |            |            |               |            |         | Amount   |             |        |
|             |             |                     |                    |            |            | Date          | Expiration |         | or       |             |        |
|             |             |                     |                    |            |            | Exercisable   | Date       | Title   | Number   |             |        |
|             |             |                     |                    |            |            | Exercisable   | Date       |         | of       |             |        |
|             |             |                     |                    | Code V     | (A) (D)    |               |            |         | Shares   |             |        |

# **Reporting Owners**

| Reporting Owner Name / Address | Relationships |           |         |       |  |  |  |  |
|--------------------------------|---------------|-----------|---------|-------|--|--|--|--|
|                                | Director      | 10% Owner | Officer | Other |  |  |  |  |
| MARINO ROGER M                 |               |           |         |       |  |  |  |  |
| 275 GROVE STREET               | X             |           |         |       |  |  |  |  |
| NEWTON, MA 02466               |               |           |         |       |  |  |  |  |

## **Signatures**

W.R. Kellegrew Jr. Attorney-in-Fact

\*\*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 reported transactions were executed at sales prices ranging from \$5.49 to \$5.75. The reporting person undertakes to provide, upon request by the SEC staff, TechTarget, Inc. or any security holder of TechTarget, Inc. the full information regarding the sale of the reported securities

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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