TechTarget Inc Form 4/A January 12, 2015

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

2 Januar Nama and Tielzer or Tradina

**OMB APPROVAL OMB** 

3235-0287 Number: January 31, Expires:

2005

Estimated average burden hours per

response... 0.5

5 Relationship of Reporting Person(s) to

if no longer subject to Section 16. Form 4 or Form 5

Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b).

(Print or Type Responses)

Common

Stock

1. Name and Address of Reporting Person \*

01/15/2014(1)

Hawk Don	requiress of Reporting 1	Symbol		TTCT1	Issuer	r reporting rers	son(s) to	
			TechTarget Inc [TTGT]			(Check all applicable)		
(Last)	(First) (M		f Earliest Tr	ansaction	Director	100	0	
C/O TECLI	•	(Month/Day/Year)			e title Other	Owner er (specify		
C/O TECHT	2/3 01/15/2	01/15/2014			below)	er (specify		
GROVE ST	KEEI				Exe	ecutive Director		
	4. If Ame	4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check			
		Filed(Mor	nth/Day/Year	·)	Applicable Line)			
		01/16/2	014		_X_ Form filed by	1 0		
NEWTON,	MA 02466				Person	More than One Re	porting	
(City)	(State)	(Zip) Tabl	e I - Non-D	Derivative Securities Acq	quired, Disposed o	of, or Beneficial	ly Owned	
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities Acquired	5. Amount of	6. Ownership	7. Nature of	
Security	(Month/Day/Year)	Execution Date, if	Transaction	on(A) or Disposed of (D)	Securities	Form: Direct	Indirect	
(Instr. 3)		any	Code	(Instr. 3, 4 and 5)	Beneficially	(D) or	Beneficial	
		(Month/Day/Year)	(Instr. 8)		Owned	Indirect (I)	Ownership	
					Following	(Instr. 4)	(Instr. 4)	
				(A)	Reported			
				or	Transaction(s)			

Code V

M

Amount

20,000

(D)

Price

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.

(Instr. 3 and 4)

D

483,261

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

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

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. Transacti Code (Instr. 8)	5. Number of bipDerivative Securities (Month/Day/Year)  Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 5.04	01/15/2014(1)		M	20,000	(2)	12/17/2014	Common Stock	20,000

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Hawk Don						
C/O TECHTARGET, INC.			Executive Director			
275 GROVE STREET			Executive Director			

# **Signatures**

NEWTON, MA 02466

Jane Freedman Attorney-in-Fact 01/12/2015

\*\*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).
- Original filing (SEC Accession#0001209191-14-003441) on January 16, 2014 did not include the acquisition by the reporting person of 20,000 shares of TechTarget, Inc.'s common stock through the exercise of an option granted to the reporting person on December 17, 2004
- The option, representing a right to purchase 125,000 shares, was granted on December 17, 2004; 25% of the shares subject to the option vested on the first anniversary of the grant date and 6.25% of the remaining shares subject to the option vested quarterly thereafter, such that 100% of the shares subject to the option were fully vested on December 17, 2008.

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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