TechTarget Inc Form 4/A January 12, 2015

### FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or

### 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

1(b).

Form 5

obligations

may continue.

See Instruction

(Print or Type Responses)

1. Name and Address of Reporting Person \* Cotoia Michael

TechTarget Inc [TTGT]

2. Issuer Name and Ticker or Trading Symbol

Issuer

(First) (Middle) (Last)

3. Date of Earliest Transaction

5. Relationship of Reporting Person(s) to

C/O TECHTARGET, INC., 275

(Month/Day/Year)

04/02/2014

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

(Check all applicable)

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

OMB

Number:

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response...

Estimated average

burden hours per

**GROVE STREET** 

below) Chief Operating Officer

4. If Amendment, Date Original

Applicable Line)

(Street)

Filed(Month/Day/Year) 04/02/2014

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

(Instr. 4)

6. Individual or Joint/Group Filing(Check

Person

NEWTON, MA 02466

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)

Code V Amount (D) Price

5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I)

(Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8)

Following Reported Transaction(s) (Instr. 3 and 4)

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

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SEC 1474 (9-02)

(Instr. 4)

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

1. Title of Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number Transaction of Derivative Expiration Date Code Securities

(A)

6. Date Exercisable and (Month/Day/Year)

7. Title and Amount of 8 **Underlying Securities** (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					(
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 7.36	04/02/2014(1)		M		933	(2)	09/27/2016	Common Stock	933
Employee Stock Option (right to buy)	\$ 7.36	04/02/2014(3)		M		1,407	<u>(4)</u>	04/18/2016	Common Stock	1,407

### **Reporting Owners**

Reporting Owner Name / Address	Relationships

Director 10% Owner Officer Other

Cotoia Michael

C/O TECHTARGET, INC. 275 GROVE STREET NEWTON, MA 02466

**Chief Operating Officer** 

## **Signatures**

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 #000120919-11-4026348) on April 8, 2014 reported sale of shares of common stock in Table I but did not include the exercise in Table II of an option granted to the reporting person on September 27, 2006
- (2) This is a partial exercise of an option granted on September 27, 2006, which wa fully vested and exercisable as of the date of the reported exercise
- (3) Original filing (SEC Accession #000120919-11-4026348) on April 8, 2014 reported sale of shares of common stock in Tabl I but did not include the exercise in Table II of an option granted to the reporting person on April 18, 2006
- (4) This is the exercise of an option granted on April 18, 2010, which was fully vested and exercisable as ofthe date of the reported exercise. 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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