TechTarget Inc Form 4/A January 12, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

OMB APPROVAL

subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

if no longer

Check this box

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 * Beam Kevin

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

below)

(First) (Last)

TechTarget Inc [TTGT]

3. Date of Earliest Transaction

(Check all applicable)

C/O TECHTARGET, INC., 275

(Month/Day/Year) 07/01/2014

Director 10% Owner X_ Officer (give title Other (specify

GROVE STREET

below) President

6. Individual or Joint/Group Filing(Check

(Street)

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year) 07/08/2014

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

(I)

(Instr. 4)

Person

NEWTON, MA 02466

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Owned

1. Title of Security (Instr. 3)

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

(Middle)

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

5. Amount of Securities Beneficially

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

Ownership

(Instr. 4)

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

Following Reported Transaction(s)

(Instr. 3 and 4)

Code V Amount (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.

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 of **Transaction**Derivative Code Securities

(A)

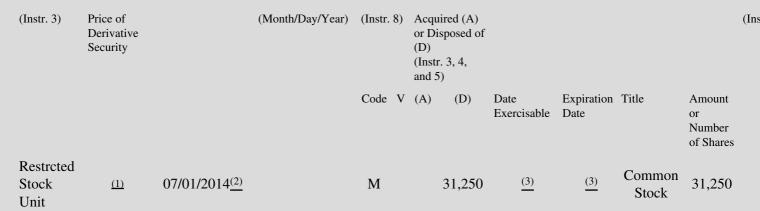
6. Date Exercisable and **Expiration Date** (Month/Day/Year)

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

Der

Sec

Edgar Filing: TechTarget Inc - Form 4/A



Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Beam Kevin

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

President

Signatures

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

**Signature of Reporting Person Da

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) Each RSU represents the right to receive one share of TechTarget, Inc.'s common stock upon vesting
- Original filing (Accession #00012091911-4046306) on July 8, 2014 mistakenly did not note the reporting person acquired 31,250 shares of TechTarget, Inc.'s common stock through the vesting of an RSU grant dated January 2, 2009
 - On January 2, 2009, the ('Grant Date'), the reporting person was granted 500,000 performance based restricted stock units. The total performance based restricted stock unit grant relates to 500,000 shares of TechTarget, Inc.'s common stock which as a result of the
- (3) satisfaction of the performance condition, first vested as to 125,000 shares on March 9, 2010 and thereafter became further vested upon the conclusion of each ninety-one (91) day period following the initial anniversary of the Grant Date in additional six and a quarter percent (6.25%) increments such that on the fourth anniversary of the Grant Date, the RSU grant became fully vested.

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.

Reporting Owners 2