

TechTarget Inc  
 Form 4  
 February 28, 2014

**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 \*  
**HOAG JAY C**

(Last) (First) (Middle)

C/O TECHNOLOGY CROSSOVER VENTURES, 528 RAMONA STREET

(Street)

PALO ALTO, CA 94301

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
 02/26/2014

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)

May be part of 13(d) group

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/26/2014		S	24,837 D	\$ 6.914 (1) 10,304,662	I	TCV V, L.P. (2)
Common Stock	02/26/2014		S	473 D	\$ 6.914 (1) 196,102	I	TCV Member Fund, L.P. (3)
Common Stock	02/26/2014		S	120 D	\$ 6.914 (1) 49,073	I	TCV Management 2004, L.L.C. (4)
Common Stock	02/27/2014		S	5,272 D	\$ 6.98 10,299,390	I	TCV V, L.P.

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Stock									(2)
Common Stock	02/27/2014		S	100	D	\$ 6.98	196,002	I	TCV Member Fund, L.P. (3)
Common Stock	02/27/2014		S	26	D	\$ 6.98	49,047	I	TCV Management 2004, L.L.C. (4)
Common Stock	02/28/2014		S	9,957	D	\$ 6.9451 (5)	10,289,433	I	TCV V, L.P. (2)
Common Stock	02/28/2014		S	189	D	\$ 6.9451 (5)	195,813	I	TCV Member Fund, L.P. (3)
Common Stock	02/28/2014		S	48	D	\$ 6.9451 (5)	48,999	I	TCV Management 2004, L.L.C. (4)
Common Stock							6,050	D (6)	

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

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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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares



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ownership of such shares except to the extent of their pecuniary interest therein.

- (4) These shares are directly held by TCV Management 2004, L.L.C. ("TCM 2004") and include shares that were previously reported as owned by Hoag which were subsequently transferred to TCM 2004 by Hoag. Each of the Class A Members are members of TCM 2004 but disclaim beneficial ownership of such shares except to the extent of their pecuniary interest therein.

- (5) The price reported reflects the weighted average sale price. This transaction was executed in multiple trades at prices ranging from \$6.93 to \$6.97. The Reporting Persons hereby undertake to provide upon request by the staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

- (6) These shares are directly held by Hoag. Hoag has sole dispositive power over the shares, however, TCM 2004 owns 100% of the pecuniary interest therein. Each of the Class A Members are members of TCM 2004, but each disclaim beneficial ownership of such shares except to the extent of their pecuniary interest therein.

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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