Edgar Filing: Cotoia Michael - Form 4

| Cotoia Mich Form 4 August 07, 2 | | | | | |
|---|--|---|--|--|--|
| FORM | 14 | | OMB APPROVAL | | |
| | UNITED STAT | CS SECURITIES AND EXCHANGE Washington, D.C. 20549 | COMMISSION OMB Number: 3235-0287 | | |
| Check th if no long subject to Section 1 Form 4 o | ger STATEMENT (6. r | OF CHANGES IN BENEFICIAL OW SECURITIES | Estimated average burden hours per response 0.5 | | |
| Form 5 obligatio may cont <i>See</i> Instru 1(b). | $\frac{ns}{tinue}$. Section 17(a) of the | Section 16(a) of the Securities Exchange Public Utility Holding Company Act of a) of the Investment Company Act of 19 | of 1935 or Section | | |
| (Print or Type I | Responses) | | | | |
| 1. Name and A Cotoia Mich | address of Reporting Person <u>*</u> nael | 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) | | |
| | ΓARGET, INC., 275 | (Month/Day/Year) 08/03/2017 | X Director 10% Owner X Officer (give title Other (specify below) below) Chief Executive Officer | | |
| | (Street) | 4. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person | | |
| NEWTON, | MA 02466 | | Form filed by More than One Reporting Person | | |
| (City) | (State) (Zip) | Table I - Non-Derivative Securities Ac | quired, Disposed of, or Beneficially Owned | | |
| 1.Title of Security (Instr. 3) | any | | 5. Amount of Securities6. Ownership Form: Direct7. Nature of IndirectBeneficially Owned(D) or Indirect (I)Beneficial OwnershipFollowing Following Transaction(s) (Instr. 3 and 4)(Instr. 4) | | |
| Common Stock | 08/03/2017 | M 50,000 A $\frac{\$ 0}{(1)}$ | 234,331 D | | |

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

Persons who respond to the collection of information contained in this form are not 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)

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| 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. Transactio Code (Instr. 8) | 5. Number of tiorDerivative 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 Underlying Securitie (Instr. 3 and 4) | |
|---|---|---|---|--|---|--------|--|--------------------|---|--------------------------|
| | Security | | | Code V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amour Numbe Shares |
| Restricted Stock Units | <u>(1)</u> | 08/03/2017 | | М | | 50,000 | (2) | (2) | Common Stock | 50,0 |
| Restricted Stock Units | <u>(3)</u> | 08/04/2017 | | А | 150,000 | | (4) | (4) | Common Stock | 150,0 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | |
|--|---------------|------------|-------------------------|-------|--|--|
| I. O. | Director | 10% Owner | Officer | Other | | |
| Cotoia Michael C/O TECHTARGET, INC. 275 GROVE STREET NEWTON, MA 02466 | Х | | Chief Executive Officer | | | |
| Signatures | | | | | | |
| Charles D. Rennick, Attorney-In-Fact | | 08/07/2017 | , | | | |

**Signature of Reporting Person

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 restricted stock unit ("RSU") represents a contingent right to receive one share of TechTarget, Inc.'s Common Stock upon vesting. This transaction represents the settlement of RSUs in shares of common stock on their scheduled vesting date.

This award was granted on August 3, 2016. One-third of the RSUs subject to the award vested on August 3, 2017, and one-third of the
(2) RSUs are scheduled to vest on each of August 3, 2018 and August 3, 2019. Vested shares will be delivered to the Reporting Person on the applicable dates as set forth in the Reporting Person's award agreement with respect to each vesting tranche.

(3) Each RSU represents a contingent right to receive one share of TechTarget, Inc.'s Common Stock upon vesting.

Date

(4) These RSUs are scheduled to vest as to one-third of the units on each of August 4, 2018, August 4, 2019, and August 4, 2020.

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.