Cotoia Michael Form 4 August 07, 2017

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB 3235-0287

OMB APPROVAL

Number:

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January 31, 2005

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations

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(b).

may continue.

See Instruction

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Cotoia Michael Issuer Symbol TechTarget Inc [TTGT] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) _X__ Director 10% Owner X_ Officer (give title Other (specify C/O TECHTARGET, INC., 275 08/03/2017 below) below) **GROVE STREET** Chief Executive Officer (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person

NEWTON, MA 02466

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially 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(A) or Disposed of Securities Form: Direct Indirect (Instr. 3) any Code (D) Beneficially (D) or Beneficial Indirect (I) Ownership (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) (Instr. 3 and 4) Code Amount (D) Price Common \$0 08/03/2017 M 50,000 234,331 D (1) Stock

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

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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 corDerivative 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)	
	y			Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amour Numbe Shares
Restricted Stock Units	(1)	08/03/2017		M		50,000	(2)	(2)	Common Stock	50,0
Restricted Stock Units	(3)	08/04/2017		A	150,000		<u>(4)</u>	<u>(4)</u>	Common Stock	150,0

Reporting Owners

Reporting Owner Name / Address	Relationships						
reporting owner runner runners	Director	10% Owner	Officer	Other			
Cotoia Michael C/O TECHTARGET, INC. 275 GROVE STREET NEWTON, MA 02466	X		Chief Executive Officer				

Signatures

Charles D. Rennick, Attorney-In-Fact

08/07/2017

**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).
- (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 RSUs are scheduled to yest on each of August 3, 2018 and August 3, 2019. Vested shares will be delivered to the Reporting Person on the RSUs are scheduled to yest on each of August 3, 2018 and August 3, 2019. Vested shares will be delivered to the Reporting Person on the RSUs are scheduled to yest on each of August 3, 2018 and August 3, 2019. Vested shares will be delivered to the Reporting Person on the RSUs are scheduled to yest on each of August 3, 2018 and August 3, 2019.
- (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.
- (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.

Reporting Owners 2