

Levenson Bruce
Form 4
April 18, 2018

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 *
Levenson Bruce

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O 275 GROVE ST.

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
09/12/2017

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

NEWTON, MA 02466

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

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)	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	09/12/2017		S	34,428	D	\$ 10.57 (1)	1,001,182 (2)	I	Levenson Family Irrevocable Trust-GST (3)
Common Stock	09/13/2017		S	8,880	D	\$ 10.51 (4)	1,001,182 (2)	I	Levenson Family Irrevocable Trust-GST (3)
Common Stock	09/14/2017		S	500	D	\$ 10.5 (5)	1,001,182 (2)	I	Levenson Family Irrevocable Trust-GST (3)

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Common Stock	09/14/2017	S	6,192	D	\$ 10.46 (6)	1,001,182 (2)	I	Levenson Family Irrevocable Trust-GST (3)
Common Stock	02/16/2018	S	2,203	D	\$ 17.11 (7)	998,979	I	Levenson Family Irrevocable Trust-GST (3)
Common Stock	02/20/2018	S	12,780	D	\$ 17.06 (8)	986,199	I	Levenson Family Irrevocable Trust-GST (3)
Common Stock	02/21/2018	S	37,220	D	\$ 17.17 (9)	948,979	I	Levenson Family Irrevocable Trust-GST (3)
Common Stock	02/22/2018	S	47,797	D	\$ 17.22 (10)	901,182	I	Levenson Family Irrevocable Trust-GST (3)
Common Stock						33,469	D	
Common Stock						462,687	I	Levenson Family Irrevocable Trust-Non-GST (3)

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)

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. Nu

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The price reported is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$17.05 to \$17.25, inclusive. The reporting person undertakes to provide to TechTarget, Inc. ("TechTarget"), any security holder of TechTarget, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

- (10) The price reported is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$17.06 to \$17.33, inclusive. The reporting person undertakes to provide to TechTarget, Inc. ("TechTarget"), any security holder of TechTarget, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

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