TechTarget Inc Form 4 August 04, 2016

### FORM 4

if no longer

subject to

Section 16.

Form 4 or

Form 5

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 Check this box

#### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response...

obligations may continue. See Instruction 1(b).

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)

(Last)

(Instr. 3)

1. Name and Address of Reporting Person \* Beam Kevin

(First) (Middle)

C/O TECHTARGET, INC., 275 **GROVE STREET** 

(Street)

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

2. Issuer Name and Ticker or Trading

08/03/2016

Symbol

4. If Amendment, Date Original

TechTarget Inc [TTGT]

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

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

below) President

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ 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

NEWTON, MA 02466 (City) (State)

1.Title of 2. Transaction Date 2A. Deemed Security

(Month/Day/Year)

Execution Date, if

(Zip)

3. (Month/Day/Year)

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

Code V Amount (D) Price

(A)

5. Amount of Securities Beneficially Owned Following Reported Transaction(s)

6. Ownership Form: Direct (D) or Indirect Beneficial (T) (Instr. 4)

7. Nature of Indirect Ownership

(Instr. 3 and 4)

(Instr. 4)

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

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

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

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(Instr. 3) Price of (Month/Day/Year) (Instr. 8) Acquired (A) or Derivative Disposed of (D) Security (Instr. 3, 4, and 5) Code V Expiration Title (A) (D) Date Amount or Exercisable Date Number of Shares Restricted Common Stock (1) 08/03/2016 Α 150,000 (2) (2) 150,000 Stock Units

### **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Beam Kevin

C/O TECHTARGET, INC. 275 GROVE STREET

President

Signatures

**NEWTON, MA 02466** 

Jane E. Freedman, Attorney-In-Fact 08/04/2016

\*\*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.
- (2) The RSU grant vests in equal tranches, one-third per year on each anniversary of the grant date. 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.

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.

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